

Estes William G
Form 3
March 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Estes William G | | (Month/Day/Year) | AZZ INC [AZZ] | |
| (Last) | (First) | (Middle) | 03/10/2009 | |
| ONE MUSEUM PLACE, SUITE 500,Â 3100 W 7TH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FORT WORTH,Â TXÂ 76107 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---------------------------|-------|-------|--------------|-------|--------|---|---|
| STOCK APPRECIATION RIGHTS | Â (2) | Â (2) | COMMON STOCK | 3,780 | \$ (1) | D | Â |
| STOCK APPRECIATION RIGHTS | Â (2) | Â (2) | COMMON STOCK | 2,420 | \$ (1) | D | Â |
| STOCK APPRECIATION RIGHTS | Â (2) | Â (2) | COMMON STOCK | 1,890 | \$ (1) | D | Â |
| STOCK APPRECIATION RIGHTS | Â (4) | Â (4) | COMMON STOCK | 4,317 | \$ (3) | D | Â |
| RESTRICTED STOCK UNITS | Â (6) | Â (6) | COMMON STOCK | 942 | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Estes William G ONE MUSEUM PLACE, SUITE 500 3100 W 7TH STREET FORT WORTH, TX 76107 | Â | Â | Â Vice President | Â |

Signatures

Dana Perry 03/10/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) THE BASE PRICE OF SUCH SAR, WHICH SHALL BE THE AVERAGE OF THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THOSE DAYS ON WHICH IT TRADES DURING THE PERIOD OF THIRTY CALENDAR DAYS IMMEDIATELY FOLLOWING THE GRANT DATE (THE "BASE PRICE").
 - (2) THE SAR SHALL VEST AND BE EXERCISABLE IN FULL ON THE THIRD ANNIVERSARY OF THE GRANT DATE (THE "NORMAL VESTING DATE").
 - (3) THE BASE PRICE OF SUCH SAR SHALL BE DETERMINED BY THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THE GRANT DATE OF SUCH AWARDS.
 - (4) ON EACH OF THE FIRST THREE ANNIVERSARIES OF THE EFFECTIVE DATE, ONE THIRD (1/3) OF THE STOCK APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.
 - (5) THE BASE PRICE OF SUCH RSU SHALL BE DETERMINED BY THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THE GRANT DATE OF SUCH AWARDS.
 - (6) THE RSU SHALL VEST AND BE EXERCISABLE IN FULL ON THE THIRD ANNIVERSARY OF THE GRANT DATE.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.