

AZZ INC

Form 4

March 03, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bacius Chris M.

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE
500, 3100 WEST 7TH STREET

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AZZ INC [AZZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VP, Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	03/01/2016		M		1,650	A	\$ 0	3,268	D	
COMMON STOCK	03/01/2016		M		28	A	\$ 0	3,296	D	
COMMON STOCK	03/01/2016		M		330	A	\$ 0	3,626	D	
COMMON STOCK	03/01/2016		M		6	A	\$ 0	3,632	D	
COMMON STOCK	03/01/2016		F		375 <u>(1)</u>	D	\$ 52.68	3,257	D	

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COMMON STOCK 03/01/2016 F 75 ⁽²⁾ D \$ 52.58 3,448 ⁽³⁾ D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	03/01/2016		M	1,650	<u>(5)</u> <u>(6)</u>	COMMON STOCK	1,650
Dividend Equivalent Rights	<u>(7)</u>	03/01/2016		M	28	<u>(7)</u> <u>(7)</u>	COMMON STOCK	28
Restricted Stock Units	<u>(4)</u>	03/01/2016		M	330	<u>(8)</u> <u>(6)</u>	COMMON STOCK	330
Dividend Equivalent Rights	<u>(9)</u>	03/01/2016		M	6	<u>(9)</u> <u>(9)</u>	COMMON STOCK	6

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bacius Chris M. ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	VP, Corporate Development

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Chris M.
Bacius

03/03/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares disposed of represent withholding to satisfy a tax obligation upon the vesting of 1,650 RSUs and associated dividend equivalent rights.
- (2) Shares disposed of represent withholding to satisfy a tax obligation upon the vesting of 330 RSUs and associated dividend equivalent rights.
- (3) This number has been adjusted to reflect an additional 266 shares of AZZ common stock acquired by the reporting person prior to him becoming a Section 16 reporting person.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
- (5) The RSUs vested ratably over a two-year period beginning March 1, 2015. The award fully vested on March 1, 2016.
- (6) Once vested, the shares of common stock are not subject to expiration.

The settlement of dividend equivalent rights in connection with the vesting of 1,650 RSUs. The rights accrued as dividends represent a
- (7) contingent right to receive one share of AZZ common stock. These vest and settle at the same time and on the same terms and conditions as the underlying RSUs to which they relate. There is no expiration date.
- (8) The RSUs shall vest over a three year period with one-third of the RSUs vesting on each of the first, second and third anniversaries beginning March 1, 2015.

The settlement of dividend equivalent rights in connection with the vesting of 330 RSUs. The rights accrued as dividends represent a
- (9) contingent right to receive one share of AZZ common stock. These vest and settle at the same time and on the same terms and conditions as the underlying RSUs to which they relate. There is no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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