

Hegedus Peter A  
Form 4  
April 16, 2012

**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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hegedus Peter A

(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)

04/13/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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	04/13/2012		M		863	A	\$ 18.12	7,205	D	
COMMON STOCK	04/13/2012		D		331	D	\$ 47.2	6,874	D	
COMMON STOCK	04/13/2012		M		862	A	\$ 18.12	7,736	D	
COMMON STOCK	04/13/2012		D		331	D	\$ 47.2	7,405	D	
COMMON STOCK	04/13/2012		M		862	A	\$ 18.12	8,267	D	

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COMMON STOCK	04/13/2012	D	331	D	\$ 47.2	7,936	D
COMMON STOCK	04/13/2012	M	794	A	\$ 31.67	8,730	D
COMMON STOCK	04/13/2012	D	533	D	\$ 47.2	8,197	D
COMMON STOCK	04/13/2012	M	794	A	\$ 31.67	8,991	D
COMMON STOCK	04/13/2012	D	533	D	\$ 47.2	8,458	D
COMMON STOCK	04/13/2012	M	553	A	\$ 41.81	9,011	D
COMMON STOCK	04/13/2012	D	490	D	\$ 47.2	8,521	D

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

**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.**

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 18.12	04/13/2012		M	863	03/01/2010	03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 18.12	04/13/2012		M	862	03/01/2011	03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 18.12	04/13/2012		M	862	03/01/2012	03/01/2016	COMMON STOCK

STOCK APPRECIATION RIGHTS	\$ 31.67	04/13/2012	M	794	03/01/2011	03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	04/13/2012	M	794	03/01/2012	03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 41.81	04/13/2012	M	553	03/01/2012	03/01/2018	COMMON STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hegedus Peter A ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107		X		

## Signatures

DANA PERRY 04/16/2012

\_\_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).

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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