

EMERY MATTHEW VARLEY

Form 4

May 01, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EMERY MATTHEW VARLEY

(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)

04/27/2018

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)

Chief Information & HR Officer

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
COMMON STOCK	04/27/2018		M		310	A \$ 0	4,331 D
COMMON STOCK	04/27/2018		M		290	A \$ 0	4,621 D
COMMON STOCK	04/27/2018		M		415	A \$ 0	5,036 D
COMMON STOCK	04/27/2018		M		10 ⁽¹⁾	A \$ 0	5,046 D
COMMON STOCK	04/27/2018		M		6 ⁽²⁾	A \$ 0	5,052 D

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COMMON STOCK	04/27/2018	M	4 ⁽³⁾	A	\$ 0	5,056	D
COMMON STOCK	04/27/2018	F	288 ⁽⁴⁾	D	\$ 45.75	4,768	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. Price of Underlying Securities (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)			
Restricted Stock Units	<u>(5)</u>	04/27/2018		M		310	<u>(6)</u>	<u>(7)</u>	COMMON STOCK	310
Restricted Stock Units	<u>(5)</u>	04/27/2018		M		290	<u>(8)</u>	<u>(7)</u>	COMMON STOCK	290
Restricted Stock Units	<u>(5)</u>	04/27/2018		M		415	<u>(9)</u>	<u>(7)</u>	COMMON STOCK	415

Reporting Owners

Reporting Owner Name / Address	Relationships
EMERY MATTHEW VARLEY ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	Director 10% Owner Officer Chief Information & HR Officer

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Matthew V.
Emery

05/01/2018

__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) Represents the vesting of dividend equivalent rights accrued on 310 restricted stock units ("RSUs") granted on 4/27/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (2) Represents the vesting of dividend equivalent rights accrued on 290 RSUs granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) Represents the vesting of dividend equivalent rights accrued on 415 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (4) The reporting person disposed of 288 shares of common stock to satisfy tax withholding obligations.
- (5) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (6) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
- (7) Once vested, the shares of common stock are not subject to expiration.
- (8) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
- (9) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.

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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