

AZZ INC
Form 4
May 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOWNEY H KIRK

(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)

04/29/2016

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	04/29/2016		M		454	A	\$ 45.36	15,621	D	
COMMON STOCK	04/29/2016		M		534	A	\$ 43.92	16,155	D	
COMMON STOCK	04/29/2016		S		186	D	\$ 54.96 (1)	15,969	D	
COMMON STOCK	04/29/2016		S		3,564	D	\$ 54.56 (1)	12,405	D	

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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 Security (Instr. 3 and 4)	8. Fair Value of Derivative Security (Instr. 3 and 4)	9. Accounting Treatment (Instr. 3 and 4)	10. Other Information (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK APPRECIATION RIGHTS	\$ 45.36	04/29/2016		A		454		<u>(2)</u>	03/01/2020	COMMON STOCK	
STOCK APPRECIATION RIGHTS	\$ 43.92	04/29/2016		A		534		<u>(3)</u>	03/01/2021	COMMON STOCK	

Reporting Owners

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

Signatures

/s/ Tara D. Mackey, attorney-in-fact for H. Kirk Downey

05/03/2016

__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) The price reported in Column 4 is a weighted average price.

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- (2) The stock appreciation rights ("SARs") granted on 3/1/2013 vested ratably over a three-year period with one-third of the SARs vesting on each of the first, second and third anniversaries beginning on 3/1/2014.
- (3) The SARs granted on 3/1/2014 vested ratably over a three-year period with one-third of the SARs vesting on each of the first, second and third anniversaries beginning on 3/1/2015.

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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