

WATSON CLEMENT H  
Form 4  
January 23, 2006

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WATSON CLEMENT H

(Last) (First) (Middle)

UNIVERSITY CENTRE I, SUITE  
200, 1300 SOUTH UNIVERSITY  
DRIVE

(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)  
01/20/2006

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)  
Vice President Sales - EPG

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock \$1 Par Value	01/20/2006		M	10,557	A	\$ 8.43	10,557	D
Common Stock \$1 Par Value	01/20/2006		S	10,557	D	\$ 23.4	0	D
Common Stock \$1 Par Value	01/20/2006		M	2,942	A	\$ 17.6	2,942	D
Common Stock \$1 Par Value	01/20/2006		S	2,942	D	\$ 23.4	0	D

Stock \$1  
Par Value

Common  
Stock \$1 01/23/2006 M 3,800 A \$ 17.6 3,800 D  
Par Value

Common  
Stock \$1 01/23/2006 S 3,800 D \$ 23.25 0 D  
Par Value

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

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SEC 1474  
(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)	Amount or Number of Shares
Incentive Stock Option Right-to-Buy	\$ 8.43	01/20/2006		M	10,557	04/02/2003 04/02/2013	Common	10,557
Incentive Stock Option Right-to-Buy	\$ 17.6	01/20/2006		M	2,942	03/27/2002 03/27/2012	Common	2,942
Incentive Stock Option Right-to-Buy	\$ 17.6	01/23/2006		M	3,800	03/27/2002 03/27/2012	Common	3,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON CLEMENT H UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE			Vice President Sales - EPG	

FORT WORTH, TX 76107

## Signatures

Dana Perry

01/23/2006

\_\_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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