

AZZ INC  
Form 4  
August 08, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Quinn Francis D

(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)  
08/08/2013

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

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 (D) Price  |   |  |   |
| COMMON STOCK                    | 08/08/2013                           |  | M                              | 2,652 A \$ 15.835   | 5,943   | D  |   |
| COMMON STOCK                    | 08/08/2013                           |  | D                              | 1,609 D \$ 37.81  | 4,334   | D  |   |
| COMMON STOCK                    | 08/08/2013                           |  | M                              | 3,689 A \$ 20.905   | 8,023   | D  |   |
| COMMON STOCK                    | 08/08/2013                           |  | D                              | 2,573 D \$ 37.81  | 5,450   | D  |   |
| COMMON STOCK                    | 08/08/2013                           |  | M                              | 1,166 A \$ 25.67  | 6,616   | D  |   |

COMMON STOCK 08/08/2013 D 913 D \$ 37.81 5,703 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.** 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 a) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--------------------------------------|
| STOCK APPRECIATION RIGHTS                  | \$ 31.67   | 08/08/2013                           |  | M                              | 2,652  | 03/01/2011 03/01/2017                                    | CO<br>ST                             |
| STOCK APPRECIATION RIGHTS                  | \$ 37.81   | 08/08/2013                           |  | M                              | 3,689  | 03/01/2013 <sup>(1)</sup> 03/01/2018 <sup>(1)</sup>      | ST<br>APPRE<br>RI                    |
| COMMON STOCK                               | \$ 25.67   | 08/08/2013                           |  | M                              | 1,166  | 03/01/2013 03/01/2019                                    | CO<br>ST                             |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Quinn Francis D  
ONE MUSEUM PLACE, SUITE 500  
3100 WEST 7TH STREET  
FORT WORTH, TX 76107

Vice President

## Signatures

DANA PERRY 08/08/2013

\*\*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).

ON EACH OF THE FIRST THREE ANNIVERSARIES OF THE EFFECTIVE DATE, ONE-THIRD (1/3) OF THE STOCK  
(1) APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.1844 UNITS VESTED MARCH 1, 2012 AND 1845 UNITS VESTED  
MARCH 1, 2013.

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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