

AZZ INC

Form 4

April 11, 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
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(Print or Type Responses)

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

(Last) (First) (Middle)

**ONE MUSEUM PLACE, 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)
04/11/2012

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	04/11/2012		M		862	A	\$ 18.12	9,097	D
COMMON STOCK	04/11/2012		D		311	D	\$ 50.25	8,786	D
COMMON STOCK	04/11/2012		M		862	A	\$ 18.12	9,648	D
COMMON STOCK	04/11/2012		D		311	D	\$ 50.25	9,337	D
COMMON STOCK	04/11/2012		M		794	A	\$ 31.67	10,131	D

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COMMON STOCK	04/11/2012	D	501	D	\$ 50.25	9,630	D
COMMON STOCK	04/11/2012	M	794	A	\$ 31.67	10,424	D
COMMON STOCK	04/11/2012	D	500	D	\$ 50.25	9,924	D
COMMON STOCK	04/11/2012	M	553	A	\$ 41.81	10,477	D
COMMON STOCK	04/11/2012	D	460	D	\$ 50.25	10,017	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)	
STOCK APPRECIATION RIGHTS	\$ 18.12	04/11/2012		M		862	03/01/2011 03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 18.12	04/11/2012		M		862	03/01/2012 03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	04/11/2012		M		794	03/01/2011 03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	04/11/2012		M		794	03/01/2012 03/01/2017	COMMON STOCK
	\$ 41.81	04/11/2012		M		553	03/01/2012 03/01/2018	

STOCK
APPRECIATION
RIGHTS

COMMON
STOCK

Reporting Owners

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

Signatures

DANA PERRY 04/11/2012

__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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