

AZZ INC

Form 4

August 08, 2013

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 *
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
__X__ Officer (give title below) ____ Other (specify
below)

Vice President

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 (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)
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	

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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.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 31.67	08/08/2013		M	2,652	03/01/2011 03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 37.81	08/08/2013		M	3,689	03/01/2013 ⁽¹⁾ 03/01/2018 ⁽¹⁾	STOCK APPRECIATION RIGHTS
COMMON STOCK	\$ 25.67	08/08/2013		M	1,166	03/01/2013 03/01/2019	COMMON STOCK

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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