**AZZ INC** Form 4 April 29, 2016

# FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 \* Mackey Tara D

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

AZZ INC [AZZ]

04/27/2016

(Check all applicable)

5. Relationship of Reporting Person(s) to

ONE MUSEUM PLACE, 3100 **WEST 7TH STREET** 

Director 10% Owner X\_ Officer (give title \_ Other (specify

below)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Chief Legal Officer

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

#### FORT WORTH, TX 76107

(City)	(State) (Zi	ip) Table	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired nsaction(A) or Disposed of (D) de (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111511. 1)	
COMMON STOCK	04/27/2016		M	334	A	\$ 0	1,150	D	
COMMON STOCK	04/27/2016		M	380	A	\$ 0	1,530	D	
COMMON STOCK	04/27/2016		F(1)	277	D	\$ 57.47	1,253	D	
COMMON STOCK	04/27/2016		M	1	A	\$ 0 (2)	1,254	D	
COMMON STOCK	04/27/2016		M	3	A	\$ 0 (3)	1,257	D	

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COMMON STOCK

04/27/2016

M 334

A \$0

1,591

D

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	04/27/2016		M		334	<u>(5)</u>	<u>(6)</u>	COMMON STOCK \$1.00 PAR VALUE	334
Restricted Stock Units	<u>(4)</u>	04/27/2016		M		334	<u>(7)</u>	<u>(6)</u>	COMMON STOCK	334
Restricted Stock Units	<u>(4)</u>	04/27/2016		M		380	(8)	<u>(6)</u>	COMMON STOCK	380
Restricted Stock Units	<u>(4)</u>	04/27/2016		A	1,218		<u>(9)</u>	<u>(9)</u>	COMMON STOCK	1,218
Performance Share Units	(10)	04/27/2016		A	1,218		(11)	(11)	COMMON STOCK	1,218

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mackey Tara D							

ONE MUSEUM PLACE 3100 WEST 7TH STREET FORT WORTH, TX 76107

Chief Legal Officer

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## **Signatures**

Tara D Mackey 04/29/2016

\*\*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 reporting person disposed of 277 shares of common stock to satisfy tax withholding obligations.
- Represents the vesting of dividend equivalent rights accrued on 334 restricted stock units ("RSUs") granted on 11/6/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) Represents the vesting of dividend equivalent rights accrued on 380 RSUs granted on 4/27/2015, which AZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (4) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (5) The RSUs granted on 11/6/2015, vest over a three-year period with 1/3rd vesting on 4/27/2016, 4/27/2017 and 4/27/2018, respectively.
- (6) Once vested, the shares of common stock are not subject to expiration.
- (7) The RSUs granted on 3/7/2016, vest over a three-year period with 1/3rd vesting on 4/27/2016, 4/27/2017 and 4/27/2018, respectively.
- (8) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
- (9) The RSUs are granted under AZZ's 2014 Long Term Incentive Plan (the "2014 Plan") and vest over a three-year period with 1/3rd of the RSUs vesting on each of the first, second and third anniversaries of the grant date, beginning on 4/27/2017.
- (10) Each Performance Share Unit ("PSU") represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
  - The PSUs are issued under AZZ's 2014 Plan. The PSUs will vest and become payable, if at all, on the third anniversary from the date of grant, ranging from 0% to 200% based on AZZ achieving a 8.5% target average adjusted return on assets from March 1, 2016 to
- (11) February 28, 2019. Actual payout will be subject to a multiplier up to a maximum of 250% of the target award if AZZ's total shareholder return for the three-year period ranks within the top quartile relative to each company in a custom industry peer group for the same period

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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