

AZZ INC  
Form 4  
July 15, 2016

**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 \*  
Pendley Timothy E

(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)  
07/13/2016

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)

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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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	07/13/2016		M		5,110	A	\$ 20.91
COMMON STOCK	07/13/2016		D <sup>(1)</sup>		1,751	D	\$ 61.03
COMMON STOCK	07/13/2016		F <sup>(2)</sup>		911	D	\$ 61.03
COMMON STOCK	07/13/2016		M		6,328	A	\$ 25.67
COMMON STOCK	07/13/2016		D <sup>(3)</sup>		2,662	D	\$ 61.03

COMMON STOCK     07/13/2016     F(4)     1,002     D     \$ 61.03     32,180     D

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

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**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)
STOCK APPRECIATION RIGHTS	\$ 20.91	07/13/2016		M	5,110	(5) 03/01/2018	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 25.67	07/13/2016		M	6,328	(6) 03/01/2019	COMMON STOCK

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Pendley Timothy E  
ONE MUSEUM PLACE, SUITE 500  
3100 WEST 7TH STREET  
FORT WORTH, TX 76107

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**Signatures**

/s/ Tara D. Mackey, attorney-in-fact for Timothy E. Pendley

07/15/2016

          \*\*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) Conversion of Stock Appreciate Rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$20.91) over the exercise price (\$61.03).
- (2) 911 shares of common stock were disposed of solely to satisfy tax withholding obligations.
- (3) Conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$25.67) over the exercise price (\$61.03).
- (4) 1,002 shares of common stock were disposed of solely to satisfy tax withholding obligations.
- (5) On 3/1/2011 the reporting person was granted SARs which vested ratably over a three-year period beginning on 3/1/2012.
- (6) On 3/1/2012 the reporting person was granted SARs which vested ratably over a three-year period beginning on 3/1/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.