

AZZ INC

Form 3

November 27, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Steines Robert Joseph

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/18/2013

3. Issuer Name **and** Ticker or Trading Symbol
AZZ INC [AZZ]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP & Chief Accounting Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonONE MUSEUM PLACE, SUITE
500,Â 3100 WEST 7TH
STREET

(Street)

FORT WORTH,Â TXÂ 76107

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
STOCK APPRECIATION RIGHTS	Â (1)	Â (1)	COMMON STOCK	759	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	COMMON STOCK	335	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steines Robert Joseph ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	Â	Â	Â VP & Chief Accounting Officer	Â

Signatures

DANA PERRY 11/27/2013

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On March 1, 2014, and the subsequent first day in the month of March through 2016 (each, a "Vesting Date"), one-third (1/3) of the Stock Appreciation Rights granted hereby shall vest, and on the March 1, 2016 (the "Final Vesting Date"), any of such Stock Appreciation Rights that are not yet vested shall vest, such that on the Final Vesting Date, all of the Stock Appreciation Rights granted hereby shall be vested on or prior to the Final Vesting Date.

(2) THE BASE PRICE OF SUCH SAR SHALL BE DETERMINED BY THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THE GRANT DATE OF SUCH AWARDS.

(3) If the Awardee remains continuously employed by the Company or an Affiliate through the Vesting Date, the Restricted Stock Unit Awards shall vest as of the Vesting Date. Upon the vesting of such Restricted Stock Unit Awards (either pursuant to the immediately preceding sentence or to the other provisions of this Agreement), the Company shall electronically register one share of Common Stock in the Awardee's name for each vested Restricted Stock Unit Award. As used herein, the term "Vesting Date" shall mean March 1, 2016.

(4) The base price of such RSU shall be determined by the closing price of one share of common stock on the New York Stock Exchange for the grant date of such awards.

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.