

AZZ INC

Form 4

April 29, 2016

**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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response... 0.5

(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)  
04/27/2016

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)

SVP GALVANIZING

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 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	04/27/2016		M	776	A \$ 0 27,268	D	
COMMON STOCK	04/27/2016		F <sup>(1)</sup>	206	D \$ 57.47 27,062	D	
COMMON STOCK	04/27/2016		M	6	A \$ 0 <sup>(2)</sup> 27,068	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  
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SEC 1474  
(9-02)

number.

**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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	04/27/2016		M			776	(4)	(5)	COMMON STOCK	776
Restricted Stock Units	(3)	04/27/2016		A		1,957		(6)	(6)	COMMON STOCK	1,957
Performance Share Units	(7)	04/27/2016		A		1,957		(8)	(8)	COMMON STOCK	1,957

## 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	SVP GALVANIZING

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Timothy E. Pendley 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 206 shares of common stock to satisfy tax withholding obligations.
- (2) Represents the vesting of dividend equivalent rights accrued on 776 restricted stock units ("RSUs") granted on 4/27/2015, 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) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (4) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
- (5) Once vested, the shares of common stock are not subject to expiration.

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- (6) 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.
- (7) 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 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.
- (8)

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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