PERRY DANA
Form 4
March 06, 2009

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 Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] PERRY DANA	2. Issuer Name **and** Ticker or Trading Symbol AZZ INC [AZZ]	5. Relationship of Reporting Person(s) to Issuer

(Last)   (First)   (Middle)

ONE MUSEUM PLACE, SUITE 500, 3100 WEST 7TH STREET

(Street)

FORT WORTH, TX 76107

(City)   (State)   (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2009

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

(Check all applicable)

__X__ Director   _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below)   below)
          SrVP & Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price			

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)

1

	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
STOCK APPRECIATION RIGHTS	(1)	03/06/2009		A	15,940		(2)	(2)	COMMON STOCK	1
RESTRICTED STOCK UNITS	(3)	03/06/2009		A	3,477		(4)	(4)	COMMON STOCK	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY DANA ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	X		SrVP & Chief Financial Officer	

Signatures

DANA PERRY	03/06/2009
**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 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.

(2) ON EACH OF THE FIRST THREE ANNIVERSARIES OF THE EFFECTIVE DATE, ONE-THIRD (1/3) OF THE STOCK APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.

(3) 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.

(4) THE RSU SHALL VEST AND BE EXERCISABLE IN FULL ON THE THIRD ANNIVERSARY OF THE GRANT DATE.

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.