

Estes William G
Form 3
March 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Estes William G
(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE
500,Â 3100 W 7TH STREET

(Street)

FORT WORTH,Â TXÂ 76107

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/10/2009

3. Issuer Name **and** Ticker or Trading Symbol
AZZ INC [AZZ]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Vice President

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

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 Beneficially Owned

1. 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)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date Expiration
Exercisable Date Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

STOCK APPRECIATION RIGHTS	Â (2)	Â (2)	COMMON STOCK	3,780	\$ (1)	D	Â
STOCK APPRECIATION RIGHTS	Â (2)	Â (2)	COMMON STOCK	2,420	\$ (1)	D	Â
STOCK APPRECIATION RIGHTS	Â (2)	Â (2)	COMMON STOCK	1,890	\$ (1)	D	Â
STOCK APPRECIATION RIGHTS	Â (4)	Â (4)	COMMON STOCK	4,317	\$ (3)	D	Â
RESTRICTED STOCK UNITS	Â (6)	Â (6)	COMMON STOCK	942	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Estes William G ONE MUSEUM PLACE, SUITE 500 3100 W 7TH STREET FORT WORTH, TX 76107	Â	Â	Â Vice President	Â

Signatures

Dana Perry 03/10/2009

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).
- THE BASE PRICE OF SUCH SAR, WHICH SHALL BE THE AVERAGE OF THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THOSE DAYS ON WHICH IT TRADES DURING THE PERIOD OF THIRTY CALENDAR DAYS IMMEDIATELY FOLLOWING THE GRANT DATE (THE "BASE PRICE").
- (1) COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THOSE DAYS ON WHICH IT TRADES DURING THE PERIOD OF THIRTY CALENDAR DAYS IMMEDIATELY FOLLOWING THE GRANT DATE (THE "BASE PRICE").
- (2) THE SAR SHALL VEST AND BE EXERCISABLE IN FULL ON THE THIRD ANNIVERSARY OF THE GRANT DATE (THE "NORMAL VESTING DATE").
- (3) 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.
- (4) ON EACH OF THE FIRST THREE ANNIVERSARIES OF THE EFFECTIVE DATE, ONE THIRD (1/3) OF THE STOCK APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.
- (5) 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.
- (6) 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.