

AZZ INC
Form 4
April 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
Mackey Tara D

(Last) (First) (Middle)
ONE MUSEUM PLACE, 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
 Officer (give title below) ___ Other (specify below)
Chief Legal Officer

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 or Price		
COMMON STOCK	04/27/2016		M		334 A \$ 0	D	
COMMON STOCK	04/27/2016		M		380 A \$ 0	D	
COMMON STOCK	04/27/2016		F ⁽¹⁾		277 D \$ 57.47	D	
COMMON STOCK	04/27/2016		M		1 A \$ 0 ⁽²⁾	D	
COMMON STOCK	04/27/2016		M		3 A \$ 0 ⁽³⁾	D	

Signatures

Tara D Mackey

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 277 shares of common stock to satisfy tax withholding obligations.
 - (2) Represents the vesting of dividend equivalent rights accrued on 334 restricted stock units ("RSUs") granted on 11/6/2015, 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) Represents the vesting of dividend equivalent rights accrued on 380 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.
 - (4) Each RSU represents a contingent right to receive one share of AZZ common stock.
 - (5) The RSUs granted on 11/6/2015, vest over a three-year period with 1/3rd vesting on 4/27/2016, 4/27/2017 and 4/27/2018, respectively.
 - (6) Once vested, the shares of common stock are not subject to expiration.
 - (7) The RSUs granted on 3/7/2016, vest over a three-year period with 1/3rd vesting on 4/27/2016, 4/27/2017 and 4/27/2018, respectively.
 - (8) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
 - (9) 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.
 - (10) 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
 - (11) 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.

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.