AZZ INC
Form 3
November 27, 2013

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 FERGUSON THOMAS E

(Last) (First) (Middle)

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

(Street)

FORT WORTH,Â TXÂ 76107

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/04/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
President and CEO

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
STOCK APPRECIATION RIGHTS	Â (1)	Â (1)	COMMON STOCK	40,000	$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	COMMON STOCK	15,000	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON THOMAS E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH,Â TXÂ 76107	Â X	Â	Â President and CEO	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 EACH OF THE FIRST FOUR ANNIVERSARIES OF THE EFFECTIVE DATE, ONE QUARTER (1/4) OF THE STOCK APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.

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

(4) EACH RESTRICTED STOCK UNIT REPRESENTS A CONTINGENT RIGHT TO RECEIVE ONE SHARE OF AZZ COMMON STOCK.

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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