

DINGUS DAVID H
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DINGUS DAVID H

(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)
03/01/2013

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 Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	03/01/2013		M		30,594 A \$ 15.835	247,750	D
COMMON STOCK	03/01/2013		D		17,122 D \$ 45.36	230,628	D
COMMON STOCK	03/01/2013		M		21,290 A \$ 20.905	251,918	D
COMMON STOCK	03/01/2013		D		13,525 D \$ 45.36	238,393	D
COMMON STOCK	03/01/2013		M		13,321 A \$ 25.67	251,714	D

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COMMON STOCK	03/01/2013	D	9,409	D	\$ 45.36	242,305	D	
COMMON STOCK	03/01/2013	M	15,718	A	\$ 0	258,023	D	
COMMON STOCK	03/01/2013	D	5,085	D	\$ 45.36	252,938	D	
COMMON STOCK	03/01/2013	A	326	A	\$ 0	326	I	Trust for Grandchild

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 15.835	03/01/2013		M	30,594	03/01/2011	03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 20.905	03/01/2013		M	21,290	03/01/2012	03/01/2018	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 25.67	03/01/2013		M	13,321	03/01/2013	03/01/2019	COMMON STOCK
Restricted Stock Units	(1)	03/01/2013		M	15,718	(2)	(2)	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DINGUS DAVID H
ONE MUSEUM PLACE, SUITE 500
3100 WEST 7TH STREET
FORT WORTH, TX 76107

X

Chief Executive Officer

Signatures

DANA PERRY 03/05/2013

**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) Upon the vesting of restricted stock units on March 1, 2013 granted to the reporting person on March 1, 2010, the reporting person received 15718 shares of common stock on March 1, 2013.
 - (2) Of the 15718 shares of common stock received on March 1, 2013, the reporting person disposed of 5085 shares of common stock on March 1, 2013 to satisfy tax withholding obligations.

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.