

AZZ INC
Form 5
March 20, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PERRY DANA

(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/28/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FORT WORTH, TX 76107

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| COMMON STOCK | 05/31/2014 | ^ | M4 | 3,321 A \$ ⁽¹⁾ | 500,562 | D | ^ |
| COMMON STOCK | 05/31/2014 | ^ | M4 | 3,206 A \$ ⁽¹⁾ | 503,768 | D | ^ |
| COMMON STOCK | 05/31/2014 | ^ | M4 | 5,354 ₍₂₎ A \$ ⁽¹⁾ | 509,122 | D | ^ |
| COMMON STOCK | 05/31/2014 | ^ | F4 ⁽³⁾ | 4,437 D \$ 44.51 | 504,685 | D | ^ |

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

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(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 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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | Â | 05/31/2014 | Â | M4 | Â | 3,321 | Â (4) | Â (4) | COMMON STOCK | 3,321 |
| Restricted Stock Units | Â | 05/31/2014 | Â | M4 | Â | 3,206 | Â (5) | Â (5) | COMMON STOCK | 3,206 |
| Restricted Stock Units | Â | 05/31/2014 | Â | M4 | Â | 5,354 (2) | Â (6) | Â (6) | COMON STOCK | 5,354 (2) |

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 | Â X | Â | Â | Â |

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Dana L. Perry 03/20/2015

__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) Restricted stock units ("RSUs") convert into common stock on a one-for-one basis.

(2) This grant was previously reported as 2,677 RSUs, but has been adjusted to reflect the 2-for-1 stock split that occurred on June 28, 2012.

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- (3) The reporting person disposed of 4,437 shares of common stock to satisfy tax withholding obligations.
In connection with the reporting person's retirement as an employee of the Issuer, RSUs awarded to the reporting person on March 7,
- (4) 2013 under the Amended and Restated AZZ incorporated 2005 Long Term Incentive Plan (the "2005 Plan") were accelerated to be fully vested.
- (5) In connection with the reporting person's retirement as an employee of the Issuer, RSUs awarded to the reporting person on March 3, 2014 under the 2005 Plan were accelerated to be fully vested.
- (6) In connection with the reporting person's retirement as an employee of the Issuer, RSUs awarded to the reporting person on March 1, 2012 under the 2005 Plan were accelerated to be fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.