

AZZ INC

Form 4

April 29, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pendley Timothy E

(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)

04/27/2015

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

SVP GALVANIZING

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 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	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	04/27/2015	A		2,328		(2)	(2)	COMMON STOCK	2,328	
Performance Share Units	(3)	04/27/2015	A		2,328		(4)	(4)	COMMON STOCK	2,328	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pendley Timothy E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	SVP GALVANIZING

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Timothy E.
Pendley

04/29/2015

 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
- (2) 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.
- (3) 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 number of PSUs reported reflects the target award amount.

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, 2015 to February 28, 2018. 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 up.
- (4)

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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