

STRICKLEN JIM
Form 4
June 01, 2012

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 *
STRICKLEN JIM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MUSEUM PLACE, SUITE
500, 3100 WEST 7TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2012

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

VP OF MANUFACTURING STRATEGIES

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FORT WORTH, TX 76107

(City) (State) (Zip)

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	06/01/2012		M		\$ 1,439 18.12	11,174	D
COMMON STOCK	06/01/2012		D		\$ 733 54.44	10,441	D
COMMON STOCK	06/01/2012		M		\$ 1,326 31.67	11,767	D
COMMON STOCK	06/01/2012		D		\$ 918 54.44	10,849	D
COMMON STOCK	06/01/2012		M		\$ 922 41.81	11,771	D

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COMMON STOCK 06/01/2012 D 765 D \$ 54.44 11,006 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 (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)
STOCK APPRECIATION RIGHTS	\$ 18.12	06/01/2012		M	1,439	03/01/2012 03/02/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	06/01/2012		M	1,326	03/01/2012 03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 41.81	06/01/2012		M	922	03/01/2012 03/01/2018	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRICKLEN JIM ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			VP OF MANUFACTURING STRATEGIES	

Signatures

DANA PERRY 06/01/2012
 __Signature of Date
 Reporting Person

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).

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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