

Mackey Tara D  
Form 4  
May 01, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mackey Tara D

(Last) (First) (Middle)

ONE MUSEUM PLACE, 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)  
04/27/2018

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 \_\_\_\_ Other (specify  
below) below)

Chief Legal Officer

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	(A) or (D)	Price			
COMMON STOCK	04/27/2018		M		379	A	\$ 0	4,928	D	
COMMON STOCK	04/27/2018		M		333	A	\$ 0	5,261	D	
COMMON STOCK	04/27/2018		M		406	A	\$ 0	5,667	D	
COMMON STOCK	04/27/2018		M		415	A	\$ 0	6,082	D	
COMMON STOCK	04/27/2018		M		333	A	\$ 0	6,415	D	

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COMMON STOCK	04/27/2018	M	12 <u>(1)</u>	A	\$ 0	6,427	D
COMMON STOCK	04/27/2018	M	9 <u>(2)</u>	A	\$ 0	6,436	D
COMMON STOCK	04/27/2018	M	8 <u>(3)</u>	A	\$ 0	6,444	D
COMMON STOCK	04/27/2018	M	9 <u>(4)</u>	A	\$ 0	6,453	D
COMMON STOCK	04/27/2018	M	4 <u>(5)</u>	A	\$ 0	6,457	D
COMMON STOCK	04/27/2018	F	465 <u>(6)</u>	D	\$ 45.75	5,992	D

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 (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Put or Call	10. Conversion or Exercise Price of Underlying Security (Instr. 3 and 4)	11. Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	04/27/2018		M	379	<u>(8)</u> <u>(9)</u>	COMMON STOCK	379			
Restricted Stock Units	<u>(7)</u>	04/27/2018		M	333	<u>(10)</u> <u>(9)</u>	COMMON STOCK \$1.00 PAR VALUE	333			
Restricted Stock Units	<u>(7)</u>	04/27/2018		M	333	<u>(11)</u> <u>(9)</u>	COMMON STOCK	333			
	<u>(7)</u>	04/27/2018		M	406	<u>(10)</u> <u>(9)</u>		406			

Restricted  
Stock  
Units

COMMON  
STOCK

Restricted  
Stock  
Units

(7)

04/27/2018

M

415

(12)

(9)

COMMON  
STOCK

415

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Mackey Tara D  
ONE MUSEUM PLACE  
3100 WEST 7TH STREET  
FORT WORTH, TX 76107

Chief Legal Officer

## Signatures

Tara D Mackey

05/01/2018

\*\*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) Represents the vesting of dividend equivalent rights accrued on 379 restricted stock units ("RSUs") granted on 4/27/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (2) Represents the vesting of dividend equivalent rights accrued on 333 RSUs granted on 11/6/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) Represents the vesting of dividend equivalent rights accrued on 333 RSUs granted on 3/7/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (4) Represents the vesting of dividend equivalent rights accrued on 406 RSUs granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (5) Represents the vesting of dividend equivalent rights accrued on 415 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (6) The reporting person disposed of 465 shares of common stock to satisfy tax withholding obligations.
- (7) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (8) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
- (9) Once vested, the shares of common stock are not subject to expiration.
- (10) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
- (11) The RSUs granted on 11/6/2015, vest over a 3-year period with 1/3rd vesting on 4/27/2016, 4/27/2017 and 4/27/2018.
- (12) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.

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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