

Fehlman Paul Wesley  
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  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fehlman Paul Wesley

(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)

04/27/2018

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)

SVP &amp; CFO

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)
COMMON STOCK	04/27/2018		M	948 A \$ 0	10,235	D	
COMMON STOCK	04/27/2018		M	797 A \$ 0	11,032	D	
COMMON STOCK	04/27/2018		M	761 A \$ 0	11,793	D	
COMMON STOCK	04/27/2018		M	255 A \$ 0	12,048	D	
COMMON STOCK	04/27/2018		M	32 <sup>(1)</sup> A \$ 0	12,080	D	

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COMMON STOCK	04/27/2018	M	17 <sup>(2)</sup>	A	\$ 0	12,097	D
COMMON STOCK	04/27/2018	M	8 <sup>(3)</sup>	A	\$ 0	12,105	D
COMMON STOCK	04/27/2018	M	2 <sup>(4)</sup>	A	\$ 0	12,107	D
COMMON STOCK	04/27/2018	F	676 <sup>(5)</sup>	D	\$ 45.75	11,431	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)		8. Put or Call (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(6)	04/27/2018		M	948	(7)	(8)	COMMON STOCK	948	S
Restricted Stock Units	(6)	04/27/2018		M	797	(9)	(8)	COMMON STOCK	797	S
Restricted Stock Units	(6)	04/27/2018		M	761	(10)	(8)	COMMON STOCK	761	S
Restricted Stock Units	(6)	04/27/2018		M	255	(11)	(8)	COMMON STOCK	255	S

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehlman Paul Wesley ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			SVP & CFO	

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Paul W. Fehlman

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 948 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 797 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.
  - (3) Represents the vesting of dividend equivalent rights accrued on 761 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.
  - (4) Represents the vesting of dividend equivalent rights accrued on 255 RSUs granted on 7/11/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
  - (5) The reporting person disposed of 676 shares of common stock to satisfy tax withholding obligations.
  - (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
  - (7) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
  - (8) Once vested, the shares of common stock are not subject to expiration.
  - (9) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
  - (10) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.
  - (11) The RSUs granted on 7/11/2017, vest over a 3-year period with 1/3rd vesting on 4/27/2018, 4/27/2019 and 4/27/2020.

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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