

EMERY MATTHEW VARLEY
 Form 4
 August 09, 2018

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 *
 EMERY MATTHEW VARLEY

(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)
 08/08/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Information & HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK	08/08/2018		M		2,648	A	\$ 43.92
COMMON STOCK	08/08/2018		M		2,145	A	\$ 45.36
COMMON STOCK	08/08/2018		F ⁽¹⁾		2,150	D	\$ 54.1
COMMON STOCK	08/08/2018		F ⁽²⁾		1,799	D	\$ 54.1
COMMON STOCK	08/08/2018		S		844	D	\$ 54.05

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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 Security (Instr. 3 and 4)	Am or Nu of Sha
STOCK APPRECIATION RIGHTS	(3)	08/08/2018		M	2,648	(4) (5)	COMMON STOCK	2,
STOCK APPRECIATION RIGHTS	(6)	08/08/2018		M	2,145	(7) (8)	COMMON STOCK	2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERY MATTHEW VARLEY ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			Chief Information & HR Officer	

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Matthew V. Emery
08/09/2018

__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) Shares forfeited for the conversion of stock appreciation rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$43.92) over the exercise price (\$54.10).

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- (2) Shares forfeited for the conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$45.36) over the exercise price (\$54.10).
- (3) The conversion of stock appreciation rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$43.92) over the exercise price (\$54.10).
- (4) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
- (5) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.
- (6) The conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$45.36) over the exercise price (\$54.10).
- (7) On March 1, 2013 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2014.
- (8) The SARs granted on March 1, 2013 have an expiration date of March 1, 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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