

Mackey Tara D  
Form 4  
May 01, 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 \*  
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  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Legal 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	04/27/2018		M		379	A	\$ 0 4,928
COMMON STOCK	04/27/2018		M		333	A	\$ 0 5,261
COMMON STOCK	04/27/2018		M		406	A	\$ 0 5,667
COMMON STOCK	04/27/2018		M		415	A	\$ 0 6,082
COMMON STOCK	04/27/2018		M		333	A	\$ 0 6,415

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COMMON STOCK	04/27/2018	M	12 <sup>(1)</sup>	A	\$ 0	6,427	D
COMMON STOCK	04/27/2018	M	9 <sup>(2)</sup>	A	\$ 0	6,436	D
COMMON STOCK	04/27/2018	M	8 <sup>(3)</sup>	A	\$ 0	6,444	D
COMMON STOCK	04/27/2018	M	9 <sup>(4)</sup>	A	\$ 0	6,453	D
COMMON STOCK	04/27/2018	M	4 <sup>(5)</sup>	A	\$ 0	6,457	D
COMMON STOCK	04/27/2018	F	465 <sup>(6)</sup>	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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(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 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	<u>(7)</u>	04/27/2018	M	415	<u>(12)</u>	<u>(9)</u>	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.