

Pendley Timothy E  
 Form 4  
 May 21, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Pendley Timothy E

(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)  
 05/21/2012

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)  
 Senior VP GALVANIZING

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  | (A) or (D)   | Price                             |
| COMMON STOCK                    | 05/21/2012                           |  | M                              |   | 3,985   | A  | \$ 18.12                          |
| COMMON STOCK                    | 05/21/2012                           |  | D                              |   | 2,128   | D  | \$ 53.38                          |
| COMMON STOCK                    | 05/21/2012                           |  | M                              |   | 3,671   | A  | \$ 31.67                          |
| COMMON STOCK                    | 05/21/2012                           |  | D                              |   | 2,618   | D  | \$ 53.38                          |
| COMMON STOCK                    | 05/21/2012                           |  | M                              |   | 2,555   | A  | \$ 41.81                          |

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COMMON STOCK 05/21/2012 D 2,164 D \$ 53.38 17,449 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| STOCK APPRECIATION RIGHTS                  | \$ 18.12   | 05/21/2012                           |  | M                              | 3,985   | 03/01/2012 03/02/2016                                    | COMMON STOCK                                      |
| STOCK APPRECIATION RIGHTS                  | \$ 31.67   | 05/21/2012                           |  | M                              | 3,671   | 03/01/2012 03/01/2017                                    | COMMON STOCK                                      |
| STOCK APPRECIATION RIGHTS                  | \$ 41.81   | 05/21/2012                           |  | M                              | 2,555   | 03/01/2012 03/01/2018                                    | COMMON STOCK                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Pendley Timothy E<br>ONE MUSEUM PLACE, SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 |               |           | Senior VP GALVANIZING |       |

## Signatures

DANA PERRY 05/21/2012  
 \*\*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).

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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