

AZZ INC  
Form 4  
July 12, 2017

**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 \*  
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)  
07/11/2017

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)  
SVP & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK                    | 07/11/2017                           |  | P                              | 1,500 A   | \$ 49.314 9,287   | D  |   |
|                                 |                                      |  |                                |   | (1)   |  |   |

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)**

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (2)  | 07/11/2017                           |  | A                              | 765   | (3) (3)  | COMMON STOCK  | 765                           |
| Performance Share Units                    | (4)  | 07/11/2017                           |  | A                              | 765   | (5) (5)  | COMMON STOCK  | 765                           |

## Reporting Owners

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

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Paul W. Fehlman  
07/12/2017

\_\_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) The price reported in Column 4 is a weighted average price.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
- (3) The RSUs are granted under AZZ's 2014 Long Term Incentive Plan (the "2014 Plan") and vest over a three-year period with one-third of the RSUs vesting on 4/27/2018 4/27/2019 and 4/27/2020.
- (4) Each performance share unit ("PSU") represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
- (5) The PSUs are issued under AZZ's 2014 Plan. The PSUs will vest and become payable, if at all, on February 29, 2020, ranging from 0% to 200% based on AZZ achieving a target average adjusted return on assets from March 1, 2017 to February 29, 2020. Actual payout will be subject to a multiplier up to a maximum of 250% of the target award if AZZ's total shareholder return for the 3-year period ranks within the top quartile relative to each company in a custom industry peer group for the same period.

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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