

BERCE DANIEL E  
Form 4  
July 12, 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 \*  
BERCE DANIEL E

2. Issuer Name and Ticker or Trading Symbol  
AZZ INC [AZZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE  
500, 3100 WEST 7TH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/10/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FORT WORTH, TX 76107

(City) (State) (Zip)

**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 Price (D)		
COMMON STOCK	07/10/2018		A		1,823 \$ 0	D	
COMMON STOCK	07/11/2018		M		2,724 \$ 25.67	D	
COMMON STOCK	07/11/2018		F <sup>(1)</sup>		1,449 \$ 54.85	D	
COMMON STOCK	07/11/2018		M		1,362 \$ 45.36	D	
COMMON STOCK	07/11/2018		F <sup>(2)</sup>		235 \$ 54.85	D	

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COMMON STOCK	07/11/2018	M	1,603	A	\$ 43.92	66,752	D
COMMON STOCK	07/11/2018	F <sup>(3)</sup>	319	D	\$ 54.85	66,433	D
COMMON STOCK	07/11/2018	S <sup>(4)</sup>	2,003	D	\$ 54.3	64,430	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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK APPRECIATION RIGHTS	<u>(1)</u>	07/11/2018		M		2,724		<u>(5)</u>	<u>(6)</u>	COMMON STOCK	2,
STOCK APPRECIATION RIGHTS	<u>(2)</u>	07/11/2018		M		1,362		<u>(7)</u>	<u>(8)</u>	COMMON STOCK	1,
STOCK APPRECIATION RIGHTS	<u>(3)</u>	07/11/2018		M		1,603		<u>(9)</u>	<u>(10)</u>	COMMON STOCK	1,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERCE DANIEL E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	X			

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Daniel E.  
Berce

07/12/2018

\_\_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) 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 (\$25.67) over the exercise price (\$54.85).
- (2) 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 (\$54.85).
- (3) 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 (\$43.92) over the exercise price (\$54.85).
- (4) The shares sold on the open market are the aggregate net shares received upon the exercise of the SARs reported in Table I.
- (5) On March 1, 2012 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2013.
- (6) The SARs granted on March 1, 2012 have an expiration date of March 1, 2019.
- (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.
- (9) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
- (10) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.

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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