

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 or Price		
COMMON STOCK	08/08/2018		M		\$ 2,648 43.92	7,523	D
COMMON STOCK	08/08/2018		M		\$ 2,145 45.36	9,668	D
COMMON STOCK	08/08/2018		F <sup>(1)</sup>		\$ 2,150 54.1	7,518	D
COMMON STOCK	08/08/2018		F <sup>(2)</sup>		\$ 1,799 54.1	5,719	D
COMMON STOCK	08/08/2018		S		\$ 844 54.05	4,875	D

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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)	8. Amount or Number of Shares
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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