

FEEHAN DANIEL R

Form 4/A

August 09, 2018

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FEEHAN DANIEL R

(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)

07/10/2018

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

07/12/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| COMMON STOCK                    | 07/10/2018                           |  | A                              |   | 1,823  | A          | \$ 0  | 64,497   | D   |
| COMMON STOCK                    | 07/11/2018                           |  | M                              |   | 2,724  | A          | \$ 25.67  | 67,221   | D   |
| COMMON STOCK                    | 07/11/2018                           |  | F <sup>(1)</sup>               |   | 1,275  | D          | \$ 54.85  | 65,946   | D   |
| COMMON STOCK                    | 07/11/2018                           |  | M                              |   | 1,362  | A          | \$ 45.36  | 67,308   | D   |
| COMMON STOCK                    | 07/11/2018                           |  | F <sup>(2)</sup>               |   | 1,127  | D          | \$ 54.85  | 66,181   | D   |

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|              |            |                  |       |   |          |        |   |
|--------------|------------|------------------|-------|---|----------|--------|---|
| COMMON STOCK | 07/11/2018 | M                | 1,603 | A | \$ 43.92 | 67,784 | D |
| COMMON STOCK | 07/11/2018 | F <sup>(3)</sup> | 1,284 | D | \$ 54.85 | 66,500 | D |
| COMMON STOCK | 07/11/2018 | S <sup>(4)</sup> | 2,003 | D | \$ 54.5  | 64,497 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|-----------------------------------|--|---|--|
|   |  |   |   | Code                              | V (A) (D)  | Date Exercisable Expiration Date                            | Title  |
| STOCK APPRECIATION RIGHTS                     | <u>(5)</u>   | 07/11/2018                              |   | M                                 | 2,724  | <u>(6)</u> <u>(7)</u>                                       | COMMON STOCK   |
| STOCK APPRECIATION RIGHTS                     | <u>(8)</u>   | 07/11/2018                              |   | M                                 | 1,362  | <u>(9)</u> <u>(10)</u>                                      | COMMON STOCK   |
| STOCK APPRECIATION RIGHTS                     | <u>(11)</u>  | 07/11/2018                              |   | M                                 | 1,603  | <u>(12)</u> <u>(13)</u>                                     | COMMON STOCK   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FEEHAN DANIEL R<br>ONE MUSEUM PLACE SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 | X             |           |         |       |

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Daniel R.  
Feehan

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 (\$25.67) over the exercise price (\$54.85).
  - (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 (\$54.85).
  - (3) 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 (\$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) 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 (\$25.67) over the exercise price (\$54.85).
  - (6) On March 1, 2012 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2013.
  - (7) The SARs granted on March 1, 2012 have an expiration date of March 1, 2019.
  - (8) 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 (\$54.85).
  - (9) On March 1, 2013 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2014.
  - (10) The SARs granted on March 1, 2013 have an expiration date of March 1, 2020.
  - (11) 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 (\$43.92) over the exercise price (\$54.85).
  - (12) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
  - (13) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.

### Remarks:

This Form 4 was amended to correct the aggregate number of shares forfeited to pay the conversion price of the underlying SA

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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