

WATSON CLEMENT H
Form 4
January 23, 2006

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 *
WATSON CLEMENT H

(Last) (First) (Middle)

UNIVERSITY CENTRE I, SUITE
200, 1300 SOUTH UNIVERSITY
DRIVE

(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)
01/20/2006

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)
Vice President Sales - EPG

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 \$1 Par Value	01/20/2006		M		10,557	A	\$ 8.43 10,557
Common Stock \$1 Par Value	01/20/2006		S		10,557	D	\$ 23.4 0
Common Stock \$1 Par Value	01/20/2006		M		2,942	A	\$ 17.6 2,942
Common Stock \$1 Par Value	01/20/2006		S		2,942	D	\$ 23.4 0

Stock \$1
Par Value

Common

Stock \$1	01/23/2006		M	3,800	A	\$ 17.6	3,800		D
Par Value									

Common

Stock \$1	01/23/2006		S	3,800	D	\$ 23.25	0		D
Par Value									

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
Incentive Stock Option Right-to-Buy	\$ 8.43	01/20/2006		M	10,557	04/02/2003 04/02/2013	Common	10,557
Incentive Stock Option Right-to-Buy	\$ 17.6	01/20/2006		M	2,942	03/27/2002 03/27/2012	Common	2,942
Incentive Stock Option Right-to-Buy	\$ 17.6	01/23/2006		M	3,800	03/27/2002 03/27/2012	Common	3,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WATSON CLEMENT H UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE	Vice President Sales - EPG

FORT WORTH, TX 76107

Signatures

Dana Perry

01/23/2006

__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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