

Bacius Chris M.
Form 4
May 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Bacius Chris M.

(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)
04/27/2018

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)
VP, Corporate Development

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	(D)	Price
COMMON STOCK	04/27/2018		M		379	A	\$ 0 6,415
COMMON STOCK	04/27/2018		M		406	A	\$ 0 6,821
COMMON STOCK	04/27/2018		M		415	A	\$ 0 7,236
COMMON STOCK	04/27/2018		M		12 ⁽¹⁾	A	\$ 0 7,248
COMMON STOCK	04/27/2018		M		9 ⁽²⁾	A	\$ 0 7,257

Edgar Filing: Bacius Chris M. - Form 4

COMMON STOCK	04/27/2018	M	4 ⁽³⁾	A	\$ 0	7,261	D
COMMON STOCK	04/27/2018	F	332 ⁽⁴⁾	D	\$ 45.75	6,929	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 (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. Pr Deri Secu (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	⁽⁵⁾	04/27/2018		M	379	⁽⁶⁾	⁽⁷⁾	COMMON STOCK	379
Restricted Stock Units	⁽⁵⁾	04/27/2018		M	406	⁽⁸⁾	⁽⁷⁾	COMMON STOCK	406
Restricted Stock Units	⁽⁵⁾	04/27/2018		M	415	⁽⁹⁾	⁽⁷⁾	COMMON STOCK	415

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bacius Chris M.
ONE MUSEUM PLACE, SUITE 500
3100 WEST 7TH STREET
FORT WORTH, TX 76107

VP, Corporate Development

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Chris M.
Bacius

05/01/2018

__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) Represents the vesting of dividend equivalent rights accrued on 379 restricted stock units ("RSUs") granted on 4/27/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (2) Represents the vesting of dividend equivalent rights accrued on 406 RSUs granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) Represents the vesting of dividend equivalent rights accrued on 415 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (4) The reporting person disposed of 332 shares of common stock to satisfy tax withholding obligations.
- (5) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (6) The RSUs granted on 4/27/2015, vest ratably over a 3-year period beginning on 4/27/2016.
- (7) Once vested, the shares of common stock are not subject to expiration.
- (8) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
- (9) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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