

## NORTH AMERICAN GALVANIZING &amp; COATINGS INC

Form 4

July 01, 2010

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Big Kettle Merger Sub, Inc.

(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

NORTH AMERICAN  
GALVANIZING & COATINGS  
INC [NGA]

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

06/25/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)  
Subject Company

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK <sup>(1)</sup>        | 06/25/2010                              |                                                             | P                                    | 167,999                                                             | A<br>\$<br>7.5                                                                                                     | 14,117,420                                                              | D                                                                 |
| COMMON<br>STOCK <sup>(2)</sup>        | 06/25/2010                              |                                                             | X                                    | 987,134                                                             | A<br>\$<br>7.5                                                                                                     | 14,117,420                                                              | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| STOCK<br>OPTION<br>(RIGHT<br>TO<br>BUY)             | \$ 7.5                                                                | 06/25/2010                              |                                                             | X                                       | 1                                                                                                                     | 06/14/2010 06/30/2010                                          | COMMON<br>STOCK <sup>(2)</sup>                                      | 987,134                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |                 |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------|
|                                                                                                            | Director      | 10% Owner | Officer | Other           |
| Big Kettle Merger Sub, Inc.<br>ONE MUSEUM PLACE, SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 |               | X         |         | Subject Company |

## Signatures

DANA PERRY 07/01/2010

        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) These shares were purchased through private transactions with individuals that held shares of common stock that constituted restricted shares that vested on June 14, 2010.

These shares include 326,829 shares of common stock that constituted restricted shares that vested on June 14, 2010 and 660,305 shares of common stock that were held in trust under the North American Galvanizing & Coatings, Inc. Director Stock Unit Program until June

- (2) 14, 2010, in each case which Big Kettle Merger Sub, Inc. exercised its option to purchase pursuant to the Stockholders Agreement, dated as of March 31, 2010, by and among AZZ incorporated, Big Kettle Merger Sub, Inc. and certain stockholders of North American Galvanizing & Coatings, Inc.

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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