

Pendley Timothy E
 Form 4
 April 05, 2013

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 *
 Pendley Timothy E

(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)
 04/04/2013

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)
 Senior VP GALVANIZING

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 or Price		
COMMON STOCK	04/04/2013		M		7,342 A \$ 15.835	38,459	D
COMMON STOCK	04/04/2013		D		3,534 D \$ 47.69	34,925	D
COMMON STOCK	04/04/2013		M		5,110 A \$ 20.905	40,035	D
COMMON STOCK	04/04/2013		D		2,881 D \$ 47.69	37,154	D
COMMON STOCK	04/04/2013		M		3,164 A \$ 25.67	40,318	D

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COMMON STOCK	04/04/2013	D	2,030	D	\$ 47.69	38,288	D
COMMON STOCK ⁽¹⁾	04/04/2013	M	3,774	A	\$ 45.36	42,062	D
COMMON STOCK ⁽²⁾	04/04/2013	D	1,032	D	\$ 45.36	41,030	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 15.835	04/04/2013		M	7,342	03/01/2013	03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 20.905	04/04/2013		M	5,110	03/01/2013	03/01/2018	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 25.67	04/04/2013		M	3,164	03/01/2013	03/01/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pendley Timothy E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			Senior VP GALVANIZING	

Signatures

DANA PERRY

04/05/2013

**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) Upon the vesting of restricted stock units on March 1, 2013 granted to the reporting person on March 1, 2010, the reporting person received 3774 shares of common stock on April 4, 2013.
 - (2) Of the 3774 shares of common stock received on April 4, 2013, the reporting person disposed of 1032 shares of common stock on April 4, 2013 to satisfy tax withholding obligations.

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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