**AZZ INC** Form 4 March 02, 2007

## 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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Pendley Timothy E

> (First) (Middle)

> > (Zip)

UNIVERSITY CENTRE I. SUITE 200, 1300 SOUTH UNIVERSITY **DRIVE** 

(Street)

FORT WORTH, TX 76107

(State)

2. Issuer Name and Ticker or Trading Symbol

AZZ INC [AZZ]

3. Date of Earliest Transaction

(Month/Day/Year) 03/02/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8 Underlying Securities

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

**VP** Galvanizing Services

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

X\_ Officer (give title

Estimated average

burden hours per

1

#### Edgar Filing: AZZ INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of		(Instr. 3 and	4)
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	(1)	03/01/2007		A	4,320	(2)	(2)	Common Stock	4,320

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pendley Timothy E UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76107

**VP** Galvanizing Services

#### **Signatures**

Dana Perry 03/02/2007

\*\*Signature of 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).
- The base price of such SAR, which shall be the average of the closing price of one share of Common Stock on the New York Stock

  (1) Exchange for those days on which it trades during the period of thirty-calendar days immediately following the Grant Date (the "Base
- (2) The SAR shall vest and be exercisable in full on the third anniversary of the Grant Date (the "Normal Vesting Date").

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.

Reporting Owners 2