

Butler Richard W  
 Form 4/A  
 March 22, 2011

**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 \*  
 Butler Richard W

2. Issuer Name and Ticker or Trading Symbol  
 AZZ INC [AZZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE MUSEUM PLACE, SUITE  
 500, 3100 WEST 7TH STREET

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/08/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP CORPORATE CONTROLLER

(Street)  
 FORT WORTH, TX 76107

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/21/2011

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (A) or (D)	Price			
COMMON STOCK	03/08/2011		M		6,740	\$ 35.88	A	9,763	D
COMMON STOCK	03/08/2011		D		5,951	\$ 43.98	D	3,812	D
COMMON STOCK	03/08/2011		M		1,439 (1)	\$ 18.12	A (1)	5,251	D
COMMON STOCK	03/08/2011		D		901	\$ 43.98	D	4,350	D
COMMON STOCK	03/08/2011		M		1,326	\$ 31.67	A	5,676	D

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COMMON STOCK 03/08/2011 D 1,090 D \$ 43.98 4,586 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 (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)
STOCK APPRECIATION RIGHTS	\$ 35.88	03/08/2011		M	6,740	03/01/2011 04/29/2011	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 18.12	03/08/2011		M	1,439	03/02/2011 03/02/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	03/08/2011		M	1,326	03/01/2011 03/01/2017	COMMON STOCK

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Butler Richard W  
ONE MUSEUM PLACE, SUITE 500  
3100 WEST 7TH STREET  
FORT WORTH, TX 76107

VP CORPORATE CONTROLLER

## Signatures

DANA PERRY 03/22/2011

\*\*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) Table 1, Row 3, Column 4 was inadvertently reported as "D" Disposed Securities. The aforementioned line item should have been reported as "A" Acquired.

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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