

AZZ INC  
Form 4  
April 11, 2012

**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 \*  
**DOWNEY H KIRK**

(Last) (First) (Middle)

**ONE MUSEUM PLACE, 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)  
**04/11/2012**

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)

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)
				(A) or (D) Code V Amount (D) Price			
COMMON STOCK	04/11/2012		M	862 A \$ 18.12	9,097	D	
COMMON STOCK	04/11/2012		D	311 D \$ 50.25	8,786	D	
COMMON STOCK	04/11/2012		M	862 A \$ 18.12	9,648	D	
COMMON STOCK	04/11/2012		D	311 D \$ 50.25	9,337	D	
COMMON STOCK	04/11/2012		M	794 A \$ 31.67	10,131	D	

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COMMON STOCK	04/11/2012	D	501	D	\$ 50.25	9,630	D
COMMON STOCK	04/11/2012	M	794	A	\$ 31.67	10,424	D
COMMON STOCK	04/11/2012	D	500	D	\$ 50.25	9,924	D
COMMON STOCK	04/11/2012	M	553	A	\$ 41.81	10,477	D
COMMON STOCK	04/11/2012	D	460	D	\$ 50.25	10,017	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.**

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(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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 18.12	04/11/2012		M	862	03/01/2011	03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 18.12	04/11/2012		M	862	03/01/2012	03/01/2016	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	04/11/2012		M	794	03/01/2011	03/01/2017	COMMON STOCK
STOCK APPRECIATION RIGHTS	\$ 31.67	04/11/2012		M	794	03/01/2012	03/01/2017	COMMON STOCK
	\$ 41.81	04/11/2012		M	553	03/01/2012	03/01/2018	

STOCK  
 APPRECIATION  
 RIGHTS

COMMON  
 STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOWNEY H KIRK ONE MUSEUM PLACE 3100 WEST 7TH STREET FORT WORTH, TX 76107		X		

## Signatures

DANA PERRY	04/11/2012
<small>**Signature of                      Reporting Person</small>	<small>Date</small>

## 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).

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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