

NORTH AMERICAN GALVANIZING & COATINGS INC

Form 3

June 23, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

ARBOR-CROWLEY, INC.

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE
500, 3100 WEST 7TH
STREET

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/14/2010

3. Issuer Name and Ticker or Trading Symbol

NORTH AMERICAN GALVANIZING & COATINGS
INC [NGA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X____ 10% Owner

____ Officer ____X____ Other
(give title below) (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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

COMMON STOCK

13,017,985

I

CORPORATE STRUCTURE ⁽¹⁾

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

SEC 1473 (7-02)

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.**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: NORTH AMERICAN GALVANIZING & COATINGS INC - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
STOCK OPTION (RIGHT TO BUY)	06/14/2010	06/30/2010	COMMON STOCK ⁽²⁾	987,134	\$ 7.5	I	CORPORATE STRUCTURE ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARBOR-CROWLEY, INC. ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	Â	Â X	Â	SUBJECT COMPANY

Signatures

DANA PERRY 06/23/2010

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares are owned directly by Big Kettle Merger Sub, Inc., which is a wholly owned subsidiary of Arbor-Crowley, Inc., which is a
(1) wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.

Includes 326,829 shares of common stock that constitute 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 14, 2010, in
(2) each case which Big Kettle Merger Sub, Inc. has an 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.

The option to purchase these shares is held, and the shares underlying the option are beneficially owned, directly by Big Kettle Merger
(3) Sub, Inc., which is a wholly owned subsidiary of Arbor-Crowley, Inc., which is a wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.

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.