AZZ INC Form 4/A September 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

Name and Address of Rep Forester Debbie Romin	_	2. Issuer Name and Ticker or Trading Symbol AZZ INC [AZZ]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
		(Month/Day/Year)	Director 10% Owner			
ONE MUSEUM PLAC 500, 3100 WEST 7TH		11/14/2014	X Officer (give title Other (specify below) VP, Human Resources			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
		Filed(Month/Day/Year)	Applicable Line)			
FORT WORTH, TX 76	5107	11/18/2014	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Table 1	I - Non-De	rivative S	ecurit	ies Acqui	ired, Disposed of,	or Beneficiall	y 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. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
COMMON STOCK	03/01/2015		M	331	A	\$ 0	331	D	
COMMON STOCK	03/01/2015		F(1)	91	D	\$ 45.62	240	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. Transactic Code (Instr. 8)	5. Number on for 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	11/14/2014		A	993	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	993	9

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer

Other

Forester Debbie Romine ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107

VP, Human Resources

09/10/2015

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Debbie Romine Forester

> **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)** The reporting person disposed of 91 shares of common stock to satisfy tax withholding obligations.
- Pursuant to AZZ's 2014 Long Term Incentive Plan, March 1, 2015 fell on a Sunday, so the March 2, 2015 closing price of the **(2)** Company's common stock of \$45.62 was used.
- Each restricted stock unit (RSU) represents a contingent right to receive one share of AZZ common stock. **(3)**
- The RSUs will vest over a three year period with one-third of the RSUs vesting on the following dates: March 1, 2015, March 1, 2016 **(4)** and March 1, 2017.

Remarks:

This Form 4 is being amended to correct an inadvertent administrative error from the original filing on November 18, 2014 co Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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