

BERCE DANIEL E

Form 4

July 12, 2018

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERCE DANIEL E

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE
500, 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)

07/10/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	07/10/2018		A		1,823	A	\$ 0	62,747	D
COMMON STOCK	07/11/2018		M		2,724	A	\$ 25.67	65,471	D
COMMON STOCK	07/11/2018		F ⁽¹⁾		1,449	D	\$ 54.85	64,022	D
COMMON STOCK	07/11/2018		M		1,362	A	\$ 45.36	65,384	D
COMMON STOCK	07/11/2018		F ⁽²⁾		235	D	\$ 54.85	65,149	D

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COMMON STOCK	07/11/2018	M	1,603	A	\$ 43.92	66,752	D
COMMON STOCK	07/11/2018	F ⁽³⁾	319	D	\$ 54.85	66,433	D
COMMON STOCK	07/11/2018	S ⁽⁴⁾	2,003	D	\$ 54.3	64,430	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
STOCK APPRECIATION RIGHTS	<u>(1)</u>	07/11/2018		M	2,724	<u>(5)</u> <u>(6)</u>	COMMON STOCK
STOCK APPRECIATION RIGHTS	<u>(2)</u>	07/11/2018		M	1,362	<u>(7)</u> <u>(8)</u>	COMMON STOCK
STOCK APPRECIATION RIGHTS	<u>(3)</u>	07/11/2018		M	1,603	<u>(9)</u> <u>(10)</u>	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERCE DANIEL E ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	X

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Daniel E.
Berce

07/12/2018

__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) Conversion of stock appreciation rights ("SARs"), which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$25.67) over the exercise price (\$54.85).
- (2) Conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$45.36) over the exercise price (\$54.85).
- (3) Conversion of SARs, which are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price (\$43.92) over the exercise price (\$54.85).
- (4) The shares sold on the open market are the aggregate net shares received upon the exercise of the SARs reported in Table I.
- (5) On March 1, 2012 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2013.
- (6) The SARs granted on March 1, 2012 have an expiration date of March 1, 2019.
- (7) On March 1, 2013 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2014.
- (8) The SARs granted on March 1, 2013 have an expiration date of March 1, 2020.
- (9) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
- (10) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.

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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