

FERGUSON THOMAS E  
Form 4  
April 30, 2019

**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 \*  
FERGUSON THOMAS 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)  
04/27/2019

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)  
President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| COMMON STOCK                    | 04/27/2019                           |  | M                              |   | 2,610 A \$ 0  | D  |                                   |
| COMMON STOCK                    | 04/27/2019                           |  | M                              |   | 2,492 A \$ 0  | D  |                                   |
| COMMON STOCK                    | 04/27/2019                           |  | M                              |   | 95 <sup>(1)</sup> A \$ 0  | D  |                                   |
| COMMON STOCK                    | 04/27/2019                           |  | M                              |   | 62 <sup>(2)</sup> A \$ 0  | D  |                                   |
| COMMON STOCK                    | 04/27/2019                           |  | F                              |   | 1,279 <sup>(3)</sup> D \$ 46.88   | D  |                                   |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (4)  | 04/27/2019                           |  | M                              | 2,610   | (5) (6)  | COMMON STOCK  | 2,610                         |
| Restricted Stock Units                     | (4)  | 04/27/2019                           |  | M                              | 2,492   | (7) (6)  | COMMON STOCK  | 2,492                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| FERGUSON THOMAS E<br>ONE MUSEUM PLACE, SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 | X             |           | President and CEO |       |

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Thomas E. Ferguson  
Date: 04/30/2019

\_\_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) Represents the vesting of dividend equivalent rights accrued on 2,610 restricted stock units ("RSUs") granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.

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- (2) Represents the vesting of dividend equivalent rights accrued on 2,491 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) The reporting person disposed of 1,279 shares of common stock to satisfy tax withholding obligations.
- (4) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (5) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
- (6) Once vested, the shares of common stock are not subject to expiration.
- (7) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.

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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