

EMERY MATTHEW VARLEY
 Form 4
 May 22, 2018

FORM 4

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

OMB APPROVAL

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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 *
 EMERY MATTHEW VARLEY

(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)
 05/18/2018

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)
 Chief Information & HR Officer

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) | | 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) | Price | | | |
| COMMON STOCK | 05/18/2018 | | M | 148 | A \$ 0 | 4,916 | D | |
| COMMON STOCK | 05/18/2018 | | M | 3 ⁽¹⁾ | A \$ 0 | 4,919 | D | |
| COMMON STOCK | 05/18/2018 | | F | 44 ⁽²⁾ | D \$ 42 | 4,875 | D | |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units | (3) | 05/18/2018 | | M | 148 | (4) (4) | COMMON STOCK | 148 |
| Performance Share Units | (3) | 05/18/2018 | | A | 2,678 | (5) (5) | COMMON STOCK | 2,678 |
| Restricted Stock Units | (6) | 05/18/2018 | | A | 2,678 | (7) (7) | COMMON STOCK | 2,678 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EMERY MATTHEW VARLEY ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107 | | | Chief Information & HR Officer | |

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Matthew V. Emery 05/22/2018

**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) Represents the vesting of dividend equivalent rights accrued on 148 performance share units ("PSUs") granted on 4/27/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying PSUs vest.
- (2) The Reporting Owner disposed of 44 shares of AZZ common stock to satisfy tax withholding obligations.
- (3) Each PSU represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
- (4)

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Represents the number of shares acquired by the Reporting Owner upon the vesting of PSUs granted on April 27, 2015. The Reporting Owner earned 16% of the target award based on the achievement of certain pre-established performance goals during the performance cycle.

- (5) Represents 100% of the target number of PSUs that will be earned, if at all, based upon the achievement of certain pre-established performance goals during the 3-year performance cycle (3/1/2018 - 2/28/2021), which is subject to a 25% total shareholder return ("TSR") modifier that may be applied if AZZ's TSR ranks in the top quartile relative to the TSR generated by each company in AZZ's industry peer group and a 25% decrease if AZZ's TSR is in the bottom quartile relative to its industry peer group..
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
- (7) The RSUs are granted under AZZ's 2014 Long Term Incentive Plan and vest over a 3-year period with 1/3rd of the RSUs vesting on each of the first, second and third anniversaries of the grant date beginning on 5/18/2019.

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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