

AZZ INC
Form 4
May 07, 2007

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 *
PERRY DANA

(Last) (First) (Middle)

**UNIVERSITY CENTRE I, SUITE
200, 1300 SOUTH UNIVERSITY
DRIVE**

(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)
05/04/2007

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)
Sr. VP Finance & CFO

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 or Price			
Common Stock \$1 Par Value	05/04/2007		M		\$ 19,950	A	\$ 12.125 250,270 ⁽¹⁾	D
Common Stock \$1 Par Value	05/04/2007		S		\$ 19,950	D	\$ 29.17 230,320	D
Common Stock \$1 Par Value	05/04/2007		M		\$ 17,736	A	\$ 8.363 248,056 ⁽¹⁾	D
Common Stock \$1 Par Value	05/04/2007		S		\$ 17,736	D	\$ 29.17 230,320	D

Stock \$1
Par Value

Common
Stock \$1 05/04/2007
Par Value

M 26,750 A \$ 5.545 257,070 ⁽¹⁾ D

Common
Stock \$1 05/04/2007
Par Value

S 26,750 D \$ 29.17 230,320 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. 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 Amount or Number of Shares
Incentive Stock Option	\$ 12.125	05/04/2007		M	19,950 ⁽¹⁾	07/10/2001 07/10/2011	Common Stock 19,950 ⁽¹⁾
Incentive Stock Option	\$ 8.363	05/04/2007		M	17,736 ⁽¹⁾	03/27/2002 03/27/2012	Common Stock 17,736 ⁽¹⁾
Incentive Stock Option	\$ 5.545	05/04/2007		M	26,750 ⁽¹⁾	03/03/2003 03/03/2013	Common Stock 26,750 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY DANA UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE	X		Sr. VP Finance & CFO	

FORT WORTH, TX 76107

Signatures

Dana Perry

05/07/2007

__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) Stock Split May 4, 2007

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.