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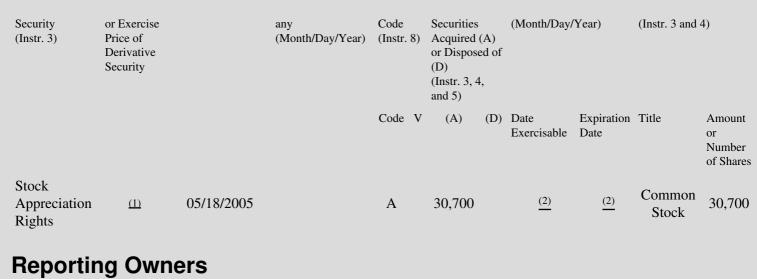
AZZ INC

Form 4 May 18, 200	5								
•							OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287	
Check this box							Expires:	January 31,	
if no longer subject to Section 16. Form 4 or						Estimated burden hor	Expires. 2005 Estimated average burden hours per response 0.5		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the Pu		Holding Co	ompany Act	nge Act of 1934, t of 1935 or Section 1940	on		
(Print or Type I	Responses)								
1. Name and Address of Reporting Person <u>*</u> DINGUS DAVID H			2. Issuer Name and Ticker or Trading Symbol AZZ INC [AZZ]			5. Relationship of Reporting Person(s) to Issuer			
(I t)	(First)			-		(Che	eck all applicabl	e)	
(Last) (First) (Middle) UNIVERSITY CENTRE I, SUITE			3. Date of Earliest Transaction (Month/Day/Year) 05/18/2005			X Director X Officer (giv		% Owner her (specify	
	OUTH UNIVER		5/10/2005			below) Chief	below) Executive Offi	cer	
(Street) 4. If Amendm Filed(Month/D				_X_ Form filed by C			One Reporting P	erson	
FORT WOR	RTH, TX 76107					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - No	on-Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code Year) (Instr. 8	 4. Secur ctionAcquire Dispose 3) (Instr. 3 V Amount 	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Rep	ort on a separate line	e for each class	s of securities be	eneficially o	wned directly	or indirectly.			
Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.					n are not rm	SEC 1474 (9-02)			
	Tab	le II - Derivat	ive Securities A	Acquired, D	isposed of, or	Beneficially Owned	1		

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionDerivative	Expiration Date	Underlying Securities

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Reporting Owner Name / Address		Relationships			
		Director	10% Owner	Officer	Other
DINGUS DAVID H UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE FORT WORTH, TX 76107		Х		Chief Executive Officer	
Signatures					
Dana Perry	05/18/2005				
<u>**</u> 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 average closing price of the Common Stock on the New York Stock Exchange during the ninety (90) calendar days following the release of earnings for the fiscal year ending February 28, 2005.
- (2) Ninety (90) calendar days following the release of earnings for the fiscal year ending February 29, 2008, unless an Accelerating Event, as defined in the SAR Plan occurs, in which case the date will be accelerated in accordance with provisions of the SAR Plan.

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.