

EMERY MATTHEW VARLEY

Form 4

August 09, 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

OMB
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(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)

08/08/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Information & HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
COMMON STOCK	08/08/2018		M	2,648 A	\$ 43.92 7,523	D	
COMMON STOCK	08/08/2018		M	2,145 A	\$ 45.36 9,668	D	
COMMON STOCK	08/08/2018		F ⁽¹⁾	2,150 D	\$ 54.1 7,518	D	
COMMON STOCK	08/08/2018		F ⁽²⁾	1,799 D	\$ 54.1 5,719	D	
COMMON STOCK	08/08/2018		S	844 D	\$ 54.05 4,875	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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SEC 1474
(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)	Am or Nu of Sha
STOCK APPRECIATION RIGHTS	(3)	08/08/2018		M	2,648	(4) (5)	COMMON STOCK	2,
STOCK APPRECIATION RIGHTS	(6)	08/08/2018		M	2,145	(7) (8)	COMMON STOCK	2,

Reporting Owners

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

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Matthew V. Emery
08/09/2018
**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) Shares forfeited for the 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 (\$43.92) over the exercise price (\$54.10).

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- (2) Shares forfeited for the 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 (\$54.10).
- (3) The 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 (\$43.92) over the exercise price (\$54.10).
- (4) On March 1, 2014 the reporting person was granted SARs, which vested ratably over a 3-year period beginning on March 1, 2015.
- (5) The SARs granted on March 1, 2014 have an expiration date of March 1, 2021.
- (6) The 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 (\$54.10).
- (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.

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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