

CALDWELL DARREN LLOYD
 Form 3
 May 25, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CALDWELL DARREN LLOYD</p> <p>(Last) (First) (Middle)</p> <p>ONE MUSEUM PLACE, SUITE 500,Â 3100 WEST 7TH STREET</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/17/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AZZ INC [AZZ]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP Operations Elec&Ind</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
STOCK APPRECIATION RIGHTS	Â (2)	Â (2)	COMMON STOCK	11,014	\$ (1)	D	Â
RESTRICTED STOCK UNITS	Â (4)	Â (4)	COMMON STOCK	1,887	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DARREN LLOYD ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	Â	Â	Â VP Operations Elec&Ind	Â

Signatures

DANA PERRY 05/25/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 BASE PRICE OF SUCH SAR SHALL BE DETERMINED BY THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THE GRANT DATE OF SUCH AWARDS.
- (2) ON EACH OF THE FIRST THREE ANNIVERSARIES OF THE EFFECTIVE DATE, ONE-THIRD (1/3) OF THE STOCK APPRECIATION RIGHTS GRANTED HEREBY SHALL VEST.
- (3) THE BASE PRICE OF SUCH RSU SHALL BE DETERMINED BY THE CLOSING PRICE OF ONE SHARE OF COMMON STOCK ON THE NEW YORK STOCK EXCHANGE FOR THE GRANT DATE OF SUCH AWARDS.
- (4) THE RSU SHALL VEST AND BE EXERCISABLE IN FULL ON THE THIRD ANNIVERSARY OF THE GRANT DATE.

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.