

Fehlman Paul Wesley  
 Form 4  
 April 30, 2019

**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 \*  
 Fehlman Paul Wesley

2. Issuer Name and Ticker or Trading Symbol  
 AZZ INC [AZZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE MUSEUM PLACE, SUITE  
 500, 3100 WEST 7TH STREET

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/27/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & CFO

(Street)  
 FORT WORTH, TX 76107

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK	04/27/2019		M		798	A	\$ 0 13,553
COMMON STOCK	04/27/2019		M		761	A	\$ 0 14,314
COMMON STOCK	04/27/2019		M		255	A	\$ 0 14,569
COMMON STOCK	04/27/2019		M		29 <sup>(1)</sup>	A	\$ 0 14,598
COMMON STOCK	04/27/2019		M		19 <sup>(2)</sup>	A	\$ 0 14,617

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COMMON STOCK	04/27/2019	M	6 <sup>(3)</sup>	A	\$ 0	14,623	D
COMMON STOCK	04/27/2019	F	467 <sup>(4)</sup>	D	\$ 46.88	14,156	D

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

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(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)	8. Pr Deri Secu (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	<sup>(5)</sup>	04/27/2019		M	798	<sup>(6)</sup>	<sup>(7)</sup>	COMMON STOCK	798
Restricted Stock Units	<sup>(5)</sup>	04/27/2019		M	761	<sup>(8)</sup>	<sup>(7)</sup>	COMMON STOCK	761
Restricted Stock Units	<sup>(5)</sup>	04/27/2019		M	255	<sup>(9)</sup>	<sup>(7)</sup>	COMMON STOCK	255

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehlman Paul Wesley ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			SVP & CFO	

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Paul W.  
Fehlman

04/30/2019

\_\_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 798 restricted stock units ("RSUs") granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (2) Represents the vesting of dividend equivalent rights accrued on 761 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (3) Represents the vesting of dividend equivalent rights accrued on 255 RSUs granted on 7/11/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.
- (4) The reporting person disposed of 467 shares of common stock to satisfy tax withholding obligations.
- (5) Each RSU represents a contingent right to receive one share of AZZ common stock.
- (6) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.
- (7) Once vested, the shares of common stock are not subject to expiration.
- (8) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.
- (9) The RSUs granted on 7/11/2017, vest over a 3-year period with 1/3rd vesting on 4/27/2018, 4/27/2019 and 4/27/2020.

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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