Stovall Bryan Lee Form 3 December 02, 2008

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

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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 \*

A Stovall Bryan Lee

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

12/02/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

AZZ INC [AZZ]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

UNIVERSITY CENTRE I. SUITE 200, 1300 SOUTH UNIVERSITY DRIVE

(Street)

10% Owner Director

(Check all applicable)

\_X\_\_ Officer Other (give title below) (specify below) Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

FORT WORTH. TXÂ 76107

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** 

(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4.

5. Ownership Conversion Form of or Exercise Price of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

(Instr. 4) Date Expiration

Title

Amount or

Derivative Security: Security Direct (D)

Exercisable

Date

Number of

#### Edgar Filing: Stovall Bryan Lee - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option	03/27/2002	03/27/2012	Common Stock	1,892	\$ 8.8	D	Â
Incentive Stock Option	04/02/2003	04/02/2013	Common Stock	2,954	\$ 5.545	D	Â
Stock Appreciation Rights	(2)	(2)	Common Stock	1,520	\$ <u>(1)</u>	D	Â
Stock Appreciation Rights	(2)	(2)	Common Stock	980	\$ <u>(1)</u>	D	Â
Stock Appreciation Rights	(2)	(2)	Common Stock	1,890	\$ <u>(1)</u>	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Othe	
Stovall Bryan Lee UNIVERSITY CENTRE I, SUITE 200 1300 SOUTH UNIVERSITY DRIVE FORT WORTH Â TX Â 76107	Â	Â	Vice President	Â	

## **Signatures**

Dana Perry	12/02/2008		
**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).
- The base price of such SAR, which shall be the average of the closing price of one share of Common Stock on the New York Stock

  (1) Exchange for those days on which it trades during the period of thirty-calendar days immediately following the Grant Date (the "Base
- Price").

  (2) The SAR shall vest and be exercisable in full on the third anniversary of the Grant Date (the "Normal Vesting 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.

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