

Lincoln John Scott  
 Form 3  
 December 02, 2008

**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)

|  |   |                                      |  |  |
|--|---|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                          |   | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |  |
| Â Lincoln John Scott   |   | (Month/Day/Year)                     | AZZ INC [AZZ]  |  |
| (Last)   | (First)                                     | (Middle)                             | 12/02/2008   |  |
| UNIVERSITY CENTRE I,<br>SUITE 200,Â 1300 SOUTH<br>UNIVERSITY DRIVE |   |                                      | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                      |                                      |  |  |
|  | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   |  |  |
|  | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |
|  | (give title below) (specify below)          |                                      | _X_ Form filed by One Reporting Person                     |  |
|  | Vice President                              |                                      | ___ Form filed by More than One Reporting Person           |  |
| FORT WORTH,Â TXÂ 76107   |   |                                      |  |  |
| (City)   | (State)                                     | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 100  | D   | Â  |

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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

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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 | 1,520                      | \$ (1)   | D                                     | Â |
| Stock Appreciation Rights | Â (2)            | Â (2)           | Common Stock | 980                        | \$ (1)   | D                                     | Â |
| Stock Appreciation Rights | Â (2)            | Â (2)           | Common Stock | 1,890                      | \$ (1)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Lincoln John Scott<br>UNIVERSITY CENTRE I, SUITE 200<br>1300 SOUTH UNIVERSITY DRIVE<br>FORT WORTH, TX 76107 | Â             | 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 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.