

Lincoln John Scott
Form 4
March 21, 2011

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 *
Lincoln John Scott

(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)
03/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 | (A) or (D) | Price |
| COMMON STOCK | 03/08/2011 | | M | | 1,890 | A | \$ 35.88 |
| COMMON STOCK | 03/08/2011 | | D | | 1,669 | D | \$ 43.98 |
| COMMON STOCK | 03/08/2011 | | M | | 1,439 | A | \$ 18.12 |
| COMMON STOCK | 03/08/2011 | | D | | 901 | D | \$ 43.98 |
| COMMON STOCK | 03/08/2011 | | M | | 1,326 | A | \$ 31.67 |

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COMMON STOCK 03/08/2011 D 1,090 D \$ 43.98 2,388 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| STOCK APPRECIATION RIGHTS | \$ 35.88 | 03/08/2011 | | M | 1,890 | 03/01/2011 04/29/2011 | COMMON STOCK |
| STOCK APPRECIATION RIGHTS | \$ 18.12 | 03/08/2011 | | M | 1,439 | 03/02/2010 03/02/2016 | COMMON STOCK |
| STOCK APPRECIATION RIGHTS | \$ 31.67 | 03/08/2011 | | M | 1,326 | 03/01/2011 03/01/2017 | COMMON STOCK |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lincoln John Scott
ONE MUSEUM PLACE, SUITE 500
3100 WEST 7TH STREET
FORT WORTH, TX 76107

Vice President

Signatures

DANA PERRY 03/21/2011

**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).

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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