

AZZ INC
Form S-8
January 17, 2006

As filed with the Securities and Exchange Commission on January 17, 2006

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

AZZ incorporated

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)
University Centre, I, Suite 200
1300 South University Drive
Fort Worth, Texas
(Address of Principal Executive Offices)

75-0948250
(I.R.S. Employer
Identification No.)

76107
(Zip Code)

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AZZ incorporated 2005 Long-Term Incentive Plan

(Full title of the plan)

David H. Dingus

President and Chief Executive Officer

University Centre I, Suite 200, 1300 South University Drive

Fort Worth, Texas 76107

(Name and address of agent for service)

(817) 810-0095

(Telephone number, including area code, of agent for service)

with copies of communications to:

F. Richard Bernasek, Esq.

Kelly Hart & Hallman LLP

201 Main Street, Suite 2500

Fort Worth, Texas 76102-3126

(817) 332-2500

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
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		per share		
		(2)		
Common Stock, par value \$1.00 per share	250,000	\$ 22.61	\$ 5,652,500	\$ 604.82

- (1) Represents shares issuable under the AZZ incorporated 2005 Long-Term Incentive Plan (the Plan). Pursuant to Rule 416, there are also registered hereunder such indeterminate number of additional shares as may become subject to awards under the Plan as a result of the antidilution provisions contained therein.
 - (2) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sale prices of shares of the Common Stock on the New York Stock Exchange on January 13, 2006.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act). Such documents need not be filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Securities Act Rule 424. These documents, which inclu