

NORTH AMERICAN GALVANIZING & COATINGS INC
 Form 4
 July 01, 2010

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 *
 AZZ INC

(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
 NORTH AMERICAN
 GALVANIZING & COATINGS
 INC [NGA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/25/2010

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)

SUBJECT COMPANY

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| COMMON STOCK ⁽¹⁾ | 06/25/2010 | | P | | 167,999 | A | \$ 7.5 | 14,117,420 | I | CORPORATE STRUCTURE ⁽²⁾ |
| COMMON STOCK ⁽³⁾ | 06/25/2010 | | X | | 987,134 | A | \$ 7.5 | 14,117,420 | I | CORPORATE STRUCTURE ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| STOCK OPTION (RIGHT TO BUY) | \$ 7.5 | 06/25/2010 | | X | 1 | 06/14/2010 | 06/30/2010 | COMMON STOCK ⁽³⁾ | 987,134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| AZZ INC ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107 | | X | | SUBJECT COMPANY |

Signatures

DANA PERRY 07/01/2010

**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) These shares were purchased through private transactions with individuals that held shares of common stock that constituted restricted shares that vested on June 14, 2010.
These shares were purchased and are owned directly by Big Kettle Merger Sub, Inc., which is a wholly owned subsidiary of
- (2) Arbor-Crowley, Inc., which is a wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.
- (3) These shares include 326,829 shares of common stock that constituted restricted shares that vested on June 14, 2010 and 660,305 shares of common stock that were held in trust under the North American Galvanizing & Coatings, Inc. Director Stock Unit Program until June 14, 2010, in each case which Big Kettle Merger Sub, Inc. exercised its option to purchase pursuant to the Stockholders Agreement, dated

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as of March 31, 2010, by and among AZZ incorporated, Big Kettle Merger Sub, Inc. and certain stockholders of North American Galvanizing & Coatings, Inc.

The option to purchase these shares was held, and the shares acquired upon exercise of the option are beneficially owned, directly by Big

- (4) Kettle Merger Sub, Inc., which is a wholly owned subsidiary of Arbor-Crowley, Inc., which is a wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.

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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