

MENENDEZ ANA M
Form 4
October 25, 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 *
MENENDEZ ANA M

(Last) (First) (Middle)

2665 SOUTH BAYSHORE
DRIVE, SUITE 901

(Street)

COCONUT GROVE, FL 33133

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WATSCO INC [WSO; WSOB]

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CFO / Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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					40,000	D ⁽²⁾	
Common Stock					1,115	I	See footnote ⁽¹⁾
Class B Common Stock					28,200	D ⁽²⁾	
Common Stock	10/21/2011		F	7,616 D \$ 57.41	6,733	D	
	10/21/2011		M	15,000 A	15,000	D	

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Common Stock						\$ 12.95		
Common Stock	10/25/2011		S	300	D	\$ 60.77	0	D
Common Stock	10/25/2011		S	300	D	\$ 60.76	0	D
Common Stock	10/25/2011		S	416	D	\$ 60.75	0	D
Common Stock	10/25/2011		S	12	D	\$ 60.74	0	D
Common Stock	10/25/2011		S	729	D	\$ 60.73	0	D
Common Stock	10/25/2011		S	323	D	\$ 60.71	0	D
Common Stock	10/25/2011		S	12	D	\$ 60.72	0	D
Common Stock	10/25/2011		S	216	D	\$ 60.7	0	D
Common Stock	10/25/2011		S	732	D	\$ 60.69	0	D
Common Stock	10/25/2011		S	348	D	\$ 60.68	0	D
Common Stock	10/25/2011		S	200	D	\$ 60.67	0	D
Common Stock	10/25/2011		S	104	D	\$ 60.66	0	D

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

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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)		
						Title	

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (right to buy)	\$ 12.95	10/21/2011	M	15,000	(3)	11/03/2011	Common Stock	15,000
Stock Option (right to buy)	\$ 21.95				(4)	11/03/2013	Common Stock	15,000
Stock Option (right to buy)	\$ 56.09				07/23/2013	07/23/2015	Class B Common Stock	7,500
Stock Option (right to buy)	\$ 56.09				07/23/2014	07/23/2015	Class B Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENENDEZ ANA M 2665 SOUTH BAYSHORE DRIVE SUITE 901 COCONUT GROVE, FL 33133			CFO / Treasurer	

Signatures

/s/ Ana M. Menendez 10/25/2011

__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).
- (1) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (2) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- (3) The option vested 20% on November 3, 2002, November 3, 2003, November 3, 2004, November 3, 2005 and November 3, 2006, respectively
- (4) The option vested 20% on November 3, 2004, November 3, 2005, November 3, 2006, November 3, 2007 and November 3, 2008, respectively

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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