

NAHMAD ALBERT H
Form 4
November 28, 2012

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 *
NAHMAD ALBERT H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2665 S. BAYSHORE DRIVE, SUITE 901
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

COCONUT GROVE, FL 33133

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | | | | | 1,231 | I | See footnote (1) |
| Common Stock | 11/26/2012 | | C | | 23,300 | A | \$ 0 (7) |
| Common Stock | 11/26/2012 | | S | | 20,579 | D | \$ 71.6915 (5) |
| Common Stock | 11/26/2012 | | S | | 2,721 | D | \$ 72.3111 (6) |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------------------------|---|---|
| Common Stock | 11/27/2012 | C | 28,885 | A | \$ 0 ⁽⁷⁾ | 0 | D |
| Common Stock | 11/27/2012 | S | 28,885 | D | \$ 71.4374 ⁽⁸⁾ | 0 | 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class B Common Stock | ⁽⁷⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 1,695,799 |
| Class B Common Stock | ⁽⁷⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 518,845 |
| Class B Common Stock | ⁽⁷⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 1,330,000 |
| Class B Common Stock | ⁽⁷⁾ | 11/26/2012 | | C | 23,300 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 23,300 |
| Class B Common Stock | ⁽⁷⁾ | 11/27/2012 | | C | 28,885 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 28,885 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman and CEO | |

NAHMAD ALBERT H
2665 S. BAYSHORE DRIVE
SUITE 901
COCONUT GROVE, FL 33133

Signatures

/s/ Albert H.
Nahmad

11/28/2012

**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 Agreements, of which 1,415,622 shares are in the name of Albert Henry Capital LP, a limited partnership over which Mr. Nahmad maintains effective control.
- (3) Reflects 498,845 shares held by various trusts over which Mr. Nahmad maintains effective control and 20,000 shares held by custodial accounts for Mr. Nahmad's grandchildren, of which Mr. Nahmad is the custodian.
- (4) Reflects shares owned by Albert Capital LP, a limited partnership. The sole general partner of Albert Capital LP is a limited liability company, over which Mr. Nahmad maintains effective control.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.09 to \$72.03, inclusive. The reporting person undertakes to provide to Watsco, Inc. ("Watsco"), any security holder of Watsco or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.11 to \$72.69, inclusive. The reporting person undertakes to provide to Watsco, any security holder of Watsco or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (6) to this Form 4.

(7) The Class B Common Stock is convertible into Common Stock at any time on a one-for-one basis and has no expiration date.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.10 to \$71.87, inclusive. The reporting person undertakes to provide to Watsco, any security holder of Watsco or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (8) to this Form 4.

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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