

AAON INC
Form 4
May 13, 2008

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 *
Knebel David E

(Last) (First) (Middle)
2425 SOUTH YUKON AVENUE
(Street)

TULSA, OK 74107-2728

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AAON INC [AAON]

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2008

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, Sales & Techno

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.004	05/12/2008	05/12/2008	M		200	A	\$ 6.65 1,700	D
Common Stock, par value \$.004	05/12/2008	05/12/2008	M		400	A	\$ 6.65 2,100	D
Common Stock, par value \$.004	05/13/2008	05/13/2008	M		16,900	A	\$ 6.65 19,000	D
Common Stock, par	05/12/2008	05/12/2008	S		200	D	\$ 20.4 18,800	D

value \$.004

Common
 Stock, par value \$.004 05/12/2008 05/12/2008 S 400 D \$ 20.12 18,400 D

Common
 Stock, par value \$.004 05/13/2008 05/13/2005 S 16,900 D \$ 20.2 1,500 ⁽¹⁾ D

Common
 Stock, par value \$.004 05/12/2008 05/12/2008 J 177 A \$ 0 2,203 ⁽²⁾ I 401(k)
 Plan

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)	8. Price or Amount of Derivative Security (Instr. 3)
Stock Option	\$ 6.65					Date Exercisable: 05/31/2002 Expiration Date: 05/31/2011	Common Stock 30,000	
Stock Option	\$ 9.68					02/21/2004 02/21/2013	Common Stock 22,500	
Common Stock	\$ 10.82					04/06/2006 04/06/2015	Common Stock 7,500	
Stock Option	\$ 18.43					05/08/2007 05/08/2016	Common Stock 15,000	

Reporting Owners

Reporting Owner Name / Address **Relationships**

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Director 10% Owner Officer

Other

Knebel David E
2425 SOUTH YUKON AVENUE
TULSA, OK 74107-2728

Vice President, Sales & Techno

Signatures

David E. Knebel 05/13/2008

**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) Restricted Stock Grant

(2) Shares allocated under Company's 401(k) Plan since last reported.

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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