

NAHMAD ALBERT H
Form 4
April 05, 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 *
NAHMAD ALBERT H

(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)
04/01/2011

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	04/01/2011		J ⁽¹⁾		766,886	D	\$ 0
Common Stock					1,176	I	
Class B Common Stock	04/01/2011		J ⁽¹⁾		314,802	A	\$ 0
Class B Common Stock					1,637,498	D	

See footnote (1)

See footnote (2)

D ⁽³⁾

Stock

Class B Common Stock	04/01/2011	J ⁽¹⁾	452,052	A	\$ 0	811,387	I	See footnote (4)
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Class B Common Stock						1,330,000	I	See footnote (5)
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAHMAD ALBERT H 2665 SOUTH BAYSHORE DRIVE SUITE 901 COCONUT GROVE, FL 33133	X		Chairman and CEO	

Signatures

/s/ Albert H. Nahmad 04/05/2011

**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).

- Reflects shares previously owned by Alna Capital Associates, a limited partnership, which was dissolved on April 1, 2011. Such shares
- (1) were distributed as follows: 314,802 shares to Mr. Nahmad; 452,052 shares to various trusts over which Mr. Nahmad maintains effective control and 32 shares to his children.
 - (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
 - (3) 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.
 - (4) Reflects 312,542 shares owned by a grantor retained annuity trust, of which Mr. Nahmad is the sole trustee and 498,845 shares held by various trusts over which Mr. Nahmad maintains effective control.
 - (5) 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.

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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