

NAHMAD ALBERT H
Form 4
January 07, 2013

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)
01/03/2013

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

COCONUT GROVE, FL 33133
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 1,231 | I | See footnote (1) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | (5) | 01/03/2013 | | J | 29,758 | (5) (5) | | Common Stock | 29,758 |
| Class B Common Stock | (5) | | | | | (5) (5) | | Common Stock | 518,845 |
| Class B Common Stock | (5) | | | | | (5) (5) | | Common Stock | 1,330,000 |
| Class B Common Stock | (5) | | | | | (5) (5) | | Common Stock | 392,622 |

Reporting Owners

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

Signatures

/s/ Albert H. Nahmad
 01/07/2013
 **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.

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

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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