

NAHMAD ALBERT H
Form 4
November 28, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAHMAD ALBERT H

(Last) (First) (Middle)

2665 S. 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)
11/26/2012

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					1,231	I	See footnote (1)
Common Stock	11/26/2012		C	23,300 A	\$ 0 ⁽⁷⁾ 0	D	
Common Stock	11/26/2012		S	20,579 D	\$ 71.6915 ⁽⁵⁾ 0	D	
Common Stock	11/26/2012		S	2,721 D	\$ 72.3111 ⁽⁶⁾ 0	D	

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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	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 1,695,799
Class B Common Stock	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 518,845
Class B Common Stock	<u>(7)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 1,330,000
Class B Common Stock	<u>(7)</u>	11/26/2012		C	23,300	<u>(7)</u> <u>(7)</u>	Common Stock 23,300
Class B Common Stock	<u>(7)</u>	11/27/2012		C	28,885	<u>(7)</u> <u>(7)</u>	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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