

WATSCO INC

Form 5

January 17, 2014

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
NAHMAD ALBERT H

(Last) (First) (Middle)

2665 S. BAYSHORE
DRIVE, SUITE 901

(Street)

2. Issuer Name and Ticker or Trading
Symbol
WATSCO INC [WSO; WSOB]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20135. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

COCONUT GROVE, FL 33133

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Amount (D) Price	1,281	I	See footnote (1)

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(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)	8. D Se (In
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	Â	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	1,776,342
Class B Common Stock	Â	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	518,845
Class B Common Stock	Â	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	1,330,000
Class B Common Stock	Â	Â	Â	Â	Â Â	Â (5) Â (5)	Common Stock	379,572

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	Â X Â Â Chairman and CEO Â

Signatures

/s/ Albert H.
Nahmad 01/17/2014

**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 owned by Albert Henry Captial LP, a limited partnership over which Mr. Nahmad maintains effective control.

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- (3) Reflects 494,888 shares held by various trusts over which Mr. Nahmad maintains effective control and 23,957 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, 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 provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.