SEC Form 5

FORM 5

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.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Form 4 Transact	ions Reported.	Filed	d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940								
1. Name and Address of Reporting Person [*] <u>Nahmad Aaron J</u>			2. Issuer Name and Ticker or Trading Symbol <u>WATSCO INC</u> [WSO; WSOB]		tionship of Reporting Perso all applicable) Director Officer (give title	10% Owner Other (specify					
(Last) (First) (Middle) 2665 S. BAYSHORE DRIVE SUITE 901		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011		below) Vice Preside	below) lent					
(Street) COCONUT GROVE	FL	33133	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting Person					
(City)	(State)	(Zip)									

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.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership	
		(wonth/bay/rear)	8)	Amount	(A) or (D)	Price	Issuer's Fiscal		(Instr. 4)
Class B Common Stock							51,605	D	
Common Stock							113	I	See footnote ⁽¹⁾
Class B Common Stock							13,200	D ⁽⁴⁾	

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

	(e.g., puts, cars, 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisable (Month/Day/Year) (Month/Day/Year)		ate	e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$47.47						(2)	09/17/2012	Common Stock	5,000		5,000	D	
Stock Option (right to buy)	\$56.7						(3)	07/06/2015	Class B Common Stock	12,000		12,000	D	

Explanation of Responses:

1. Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust

2. The option vests 50% on September 17, 2010 and September 17, 2011, respectively

3. The option vests 50% on July 6, 2013 and July 6, 2014, respectively

4. Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement

/s/ Aaron J. Nahmad

01/20/2012

** Signature of Reporting Person

n Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.