

Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

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

FORM 10-Q

Quarterly Report Pursuant To Section 13 or
15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended June 30, 2000

or
 Transition Report Pursuant To Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the Transition Period From
___ to ___

Commission file number 1-5581

I.R.S. Employer Identification Number 59-0778222

WATSCO, INC.
(a Florida Corporation)
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133
Telephone: (305) 714-4100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date: shares 23,686,765 of the Company's Common Stock (\$.50 par value), excluding treasury shares of 2,541,413 and 3,228,306 shares of the Company's Class B Common Stock (\$.50 par value) were outstanding as of August 14, 2000.

PART I. FINANCIAL INFORMATION

WATSCO, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
June 30, 2000 and December 31, 1999
(In thousands, except per share data)

	June 30, 2000	December 31, 1999
	-----	-----
ASSETS	(Unaudited)	
Current assets:		
Cash and cash equivalents	\$ 7,858	\$ 7,484
Accounts receivable, net	206,018	167,335
Inventories	251,079	222,853
Other current assets	14,756	17,397
	-----	-----
Total current assets	479,711	415,069
	-----	-----
Property, plant and equipment, net	32,185	31,427
Intangible assets, net	129,947	131,556
Other assets	14,045	10,854
	-----	-----
	\$655,888	\$588,906
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY
Current liabilities:

Current portion of long-term obligations	\$ 1,937	\$ 5,915
Accounts payable	126,029	89,997
Accrued liabilities	30,844	26,895
	-----	-----
Total current liabilities	158,810	122,807
	-----	-----
Long-term obligations:		
Borrowings under revolving credit agreement	183,310	155,000
Bank and other debt	4,054	4,415
	-----	-----
Total long-term obligations	187,364	159,415
	-----	-----
Deferred income taxes and other liabilities	4,897	4,968
	-----	-----
Shareholders' equity:		
Common Stock, \$.50 par value	13,092	13,036
Class B Common Stock, \$.50 par value	1,614	1,591
Paid-in capital	203,144	202,106
Unearned compensation related to outstanding restricted stock	(6,048)	(5,998)
Unrealized loss on investments, net of tax	(852)	(669)
Retained earnings	120,262	105,971
Treasury stock, at cost	(26,395)	(14,321)
	-----	-----
Total shareholders' equity	304,817	301,716
	-----	-----
	\$655,888	\$588,906
	=====	=====

See accompanying notes to condensed consolidated financial statements.

WATSCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Quarter and Six Months Ended June 30, 2000 and 1999
(In thousands, except per share data)
(Unaudited)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Revenue	\$ 370,832	\$ 346,124	\$ 657,176	\$ 606,507
Cost of sales	283,052	265,345	501,929	464,454
Gross profit	87,780	80,779	155,247	142,053
Selling, general and administrative expenses	64,467	58,914	123,896	113,029
Operating income	23,313	21,865	31,351	29,024
Interest expense, net	3,218	3,431	6,394	6,693
Income before income taxes	20,095	18,434	24,957	22,331
Income taxes	7,475	6,857	9,284	8,307
Net income	\$ 12,620	\$ 11,577	\$ 15,673	\$ 14,024
	=====	=====	=====	=====
Basic earnings per share	\$ 0.47	\$ 0.40	\$ 0.57	\$ 0.49
	-----	-----	-----	-----
Diluted earnings per share	\$ 0.45	\$ 0.39	\$ 0.55	\$ 0.48
	-----	-----	-----	-----
Weighted average shares and equivalent shares used to calculate earnings per share:				
Basic	26,940	28,704	27,315	28,652
	=====	=====	=====	=====
Diluted	28,325	29,580	28,476	29,554
	=====	=====	=====	=====

See accompanying notes to condensed consolidated financial statements.

WATSCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2000 and 1999
(In thousands)
(Unaudited)

	2000 -----	1999 -----
Cash flows from operating activities:		
Net income	\$ 15,673	\$ 14,024
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	6,078	5,438
Provision for doubtful accounts	2,150	1,948
Deferred income taxes	(60)	(33)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(40,833)	(37,666)
Inventories	(28,226)	(35,298)
Accounts payable and accrued liabilities	40,124	26,456
Other, net	(1,011)	1,679
	-----	-----
Net cash used in operating activities	(6,105)	(23,452)
	-----	-----
Cash flows from investing activities:		
Business acquisitions, net of cash acquired	-	(18,009)
Capital expenditures, net	(4,615)	(3,459)
Purchases of marketable securities	-	(1,042)
	-----	-----
Net cash used in investing activities	(4,615)	(22,510)
	-----	-----
Cash flows from financing activities:		
Net borrowings under revolving credit agreement	28,310	45,700
Borrowings (repayments) of bank and other debt	(4,339)	486
Net proceeds from issuances of common stock	564	644
Common stock dividends	(1,367)	(1,428)
Acquisition of common stock	(12,074)	-
	-----	-----
Net cash provided by financing activities	11,094	45,402
	-----	-----
Net increase (decrease) in cash and cash equivalents	374	(560)
Cash and cash equivalents at beginning of period	7,484	7,249
	-----	-----
Cash and cash equivalents at end of period	\$ 7,858 =====	\$ 6,689 =====

See accompanying notes to condensed consolidated financial statements.

WATSCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2000
(In thousands, except share data)
(Unaudited)

1. The condensed consolidated balance sheet as of December 31, 1999, which has been derived from the Company's audited financial statements, and the unaudited interim condensed consolidated financial statements, have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to those rules and regulations, although the Company believes the disclosures made are adequate to make the information presented not misleading. In the opinion of management, all adjustments necessary for a fair presentation have been included in the condensed consolidated financial statements herein. As discussed in Note 6, amounts in the condensed consolidated statements of income and statements of cash flows have been restated in 1999 to include Dunhill Staffing Systems Inc. ("Dunhill") as continuing operations.
2. The results of operations for the quarter and six months ended June 30, 2000, are not necessarily indicative of the results for the year ending December 31, 2000. The sale of the Company's products and services is seasonal with revenue generally increasing during the months of May through August.
3. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.
4. Basic earnings per share is computed by dividing net income by the total of the weighted average shares outstanding. Diluted earnings per share additionally assumes, if dilutive, any added dilution from common stock equivalents. Shares used to calculate earnings per share are as follows:

	Quarter Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Weighted average shares outstanding	26,940,397	28,703,641	27,315,433	28,652,176
Dilutive stock options	1,384,200	876,074	1,160,555	901,806
Shares for diluted earnings per share	28,324,597	29,579,715	28,475,988	29,553,982
Options outstanding which are not included in the calculation of diluted earnings per share because their impact is antidilutive	2,547,378	291,025	2,499,628	676,513

5. The Company has adopted Statement of Financial Accounting Standards ("SFAS") No. 130, "Reporting Comprehensive Income." SFAS No. 130 establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Comprehensive income consists of net income and changes in the value of available-for-sale securities at June 30, 2000 and 1999. The components of the Company's comprehensive income are as follows for the quarter and six months ended June 30, 2000 and 1999:

	Quarter Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Net income	\$ 12,620	\$ 11,577	\$ 15,673	\$ 14,024
Unrealized holding gains (losses) on investments arising during the period, net of income taxes	(103)	3,612	(183)	3,005
Comprehensive income	\$ 12,517	\$ 15,189	\$ 15,490	\$ 17,029

6. In November 1997, the Company's Board of Directors approved a plan to dispose of its staffing service subsidiary, Dunhill. During the period in which it was reported as a discontinued operation, the Company did not receive any acceptable offers for Dunhill. Therefore, in 1999, the Company decided to retain Dunhill as part of its continuing operations and has accordingly restated operating results and net cash flows in 1999 to include Dunhill in continuing operations. Unaudited summarized financial information for the quarter and six month period that Dunhill was reported as a discontinued operation is as follows:

	Quarter Ended June 30, 1999	Six Months Ended June 30, 1999
Revenue	\$15,113	\$28,119
Operating profit	\$ 704	\$ 952

7. During 1999, the Company completed the acquisition of six wholesale distributors of air conditioning and heating products and one staffing service franchise. Acquisitions have been accounted for under the purchase method of accounting and, accordingly, their results of operations have been included in the unaudited condensed consolidated statement of income and retained earnings beginning on their respective dates of acquisition. The Company's unaudited pro forma consolidated results of operations assuming all significant acquisitions occurred on January 1, 1999 are as follows:

	Quarter Ended June 30, 1999	Six Months Ended June 30, 1999
Revenue	\$ 358,010	\$ 627,470
Net income	\$ 12,653	\$ 15,928
Diluted earnings per share	\$ 0.42	\$ 0.54

The unaudited pro forma consolidated results of operations is not necessarily indicative of either the results of operations that would have occurred had the above companies been acquired on January 1, 1999 for the period presented or of future results of operations.

8. In December 1999, the Securities and Exchange Commission (the "SEC") issued Staff Accounting Bulletin No. 101 ("SAB 101"), "Revenue Recognition in Financial Statements." SAB 101 provides guidance on the recognition, presentation and disclosure of revenue in financial statements. In June 2000, the SEC issued SAB 101B to defer for six months the effective date of implementation of SAB 101. The Company is required to adopt SAB 101 in the fourth quarter of 2000. The Company does not expect the adoption of SAB 101 to have a material effect on its financial position or results of operations.
9. In June 1998, the Financial Accounting Standards Board ("FASB") issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. SFAS No. 133 also requires

that changes in derivatives' fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The impact of SFAS No. 133 on the Company's consolidated financial statements will depend on a variety of factors, including future interpretive guidance from the FASB, the extent of the Company's hedging

activities, the type of hedging instruments used and the effectiveness of such instruments. The Company has not quantified the impact of adopting SFAS No. 133. In June 1999, the FASB issued SFAS 137, "Accounting for Derivative Instruments and Hedging Activities-Deferral of the effective date of FASB Statement 133 - an amendment to FASB Statement No. 133," which delayed the implementation date for SFAS 133 for one year to fiscal years beginning after June 15, 2000. In June 2000, the FASB issued SFAS 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities," which includes additional guidance on specific transactions.

10. In September 1999, a lawsuit was filed in the Circuit Court for the First Judicial District of Jasper County, Mississippi against the Company and a group of companies now operating as a subsidiary of the Company, Kaufman Supply, Inc. ("Kaufman"), and an employee of Kaufman. The lawsuit pertains to a vehicle accident involving a Kaufman vehicle and three individuals who sustained significant injuries resulting from the accident. In the lawsuit, the plaintiffs allege that Kaufman and its employee are liable for damages resulting from their injuries and further allege that Kaufman and its employee were grossly negligent in the operation of the vehicle and seek unspecified actual and punitive damages. Based on discovery performed during recent months, the Company believes that plaintiffs in this action, may assert a significant claim during trial. Further discovery in this matter is currently on-going with a trial date set for October 2000. The Company intends to vigorously defend itself in this matter and has filed claims with its insurance carriers for any and all insurable losses under the liability policies in force at the time of the accident. At this time, due to the preliminary nature of the proceedings, the Company is unable to predict with any certainty as to whether an adverse judgment will be less than or exceed the Company's insurable limits.

The Company is involved in other litigation incidental to the operation of its business and vigorously defends all matters in which the Company or its subsidiaries are named defendants.

In the opinion of the Company, the ultimate liability associated with the legal matters described above will not materially affect the Company's financial position but could be material to the results of operations in any one accounting period.

11. Certain reclassifications have been made to the 1999 balances to conform to the 2000 presentation.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

The following table presents the Company's consolidated financial results for the quarter and six months ended June 30, 2000 and 1999, expressed as a percent of revenue:

	Quarter Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Revenue	100.0%	100.0%	100.0%	100.0%
Cost of sales	76.3	76.7	76.4	76.6
Gross profit	23.7	23.3	23.6	23.4
Selling, general and administrative expenses	17.4	17.0	18.8	18.6
Operating income	6.3	6.3	4.8	4.8
Interest expense, net	(0.9)	(1.0)	(1.0)	(1.1)
Income taxes	(2.0)	(2.0)	(1.4)	(1.4)
Net income	3.4%	3.3%	2.4%	2.3%

The above table and the following narratives include the results of operations acquired during 1999. These acquisitions were accounted for under the purchase method of accounting and, accordingly, their results of operations have been included in the consolidated results of the Company beginning on their respective dates of acquisition. Data presented in the following narratives referring to "same-store basis" excludes the effects of operations acquired or locations opened and closed during the prior twelve months. Amounts in 1999 have been restated to include Dunhill in continuing operations.

QUARTER ENDED JUNE 30, 2000 VS. QUARTER ENDED JUNE 30, 1999

Revenue for the three months ended June 30, 2000 increased \$24.7 million, or 7%, compared to the same period in 1999. Such results were due to a same-store basis increase of \$14.1 million, or 4%, driven by a 7% increase in the Company's residential and commercial air conditioning, refrigeration and heating product lines, offset in part, by a decrease in products sold by the manufactured housing operations.

Gross profit for the three months ended June 30, 2000 increased \$7.0 million, or 9%, as compared to the same period in 1999, primarily as a result of the aforementioned revenue increases. Gross profit margin in the second quarter increased to 23.7% in 2000 from 23.3% in 1999. Increases in gross profit margin are primarily attributable to enhanced focus on margins in certain markets and contribution from expanded vendor programs. On a same-store basis, gross profit increased \$4.0 million, or 5%, and gross profit margin increased to 23.6% in 2000 from 23.4% in 1999.

Selling, general and administrative expenses for the three months ended June 30, 2000 increased \$5.6 million, or 9%, compared to the same period in 1999, primarily due to selling and delivery costs related to acquired companies and increased sales. Selling, general and administrative expenses as a percent of revenue increased to 17.4% in 2000 from 17.0% in 1999. Such increase was primarily due to the inability to leverage the fixed cost structures against the volatile sales demand experienced during the quarter in certain subsidiaries of the Company. On a same-store basis, selling, general and administrative expenses increased \$3.7 million, or 6%, primarily due to revenue increases and the inability to leverage the fixed costs structures in the manufactured housing operations. Selling, general and administrative expenses on a same-store basis and as a percent of revenue increased to 17.3% in 2000 from 16.9% in 1999.

Interest expense, net for the second quarter in 2000 decreased \$0.2 million, or 6%, compared to the same period in 1999, primarily due to lower average borrowings during the quarter, offset by a rise in interest rates.

The effective tax rate for the three months ended June 30, 2000 and 1999 was 37.2%.

SIX MONTHS ENDED JUNE 30, 2000 VS. SIX MONTHS ENDED JUNE 30, 1999

Revenue for the six months ended June 30, 2000 increased \$50.7 million, or 8%, compared to the same period in 1999. Such results were due to a same-store basis increase of \$31.0 million, or 5% driven by an 8% increase in the Company's residential and commercial air conditioning, refrigeration and heating product lines, offset in part by a decrease in products sold by the manufactured housing operations.

Gross profit for the six months ended June 30, 2000 increased \$13.2 million, or 9%, as compared to the same period in 1999, primarily as a result of the aforementioned revenue increases. Gross profit margin for the six-month period increased to 23.6% in 2000 from 23.4% in 1999. On same-store basis, gross profit increased \$7.7 million, or 6%, while gross profit margin increased to 23.5% in 2000 from 23.4% in 1999.

Selling, general and administrative expenses for the six months ended June 30, 2000 increased \$10.9 million, or 10%, compared to the same period in 1999, primarily due to higher selling and delivery costs related to acquired companies and increased sales. Selling, general and administrative expenses as a percent of revenue increased to 18.8% in 2000 from 18.6% in 1999. On same-store basis, selling, general and administrative expenses increased \$7.2 million, or 6%, primarily due to revenue increases and the inability to leverage the fixed costs structures in the manufactured housing operations.

Interest expense, net for the six months ended June 30, 2000 decreased \$0.3 million, or 4%, compared to the same period in 1999, primarily due to lower average borrowings during the period, offset by a rise in interest rates.

The effective tax rate for the six months ended June 30, 2000 and 1999 was 37.2%.

Liquidity and Capital Resources

The Company maintains a bank-syndicated revolving credit agreement that provides for borrowings of up to \$315.0 million, expiring on August 8, 2002. Borrowings under the unsecured agreement are used to fund seasonal working capital needs and for other general corporate purposes, including acquisitions. Borrowings under the agreement, which aggregated \$183.3 million at June 30, 2000, bear interest at primarily LIBOR-based rates plus a spread that is dependent upon the Company's financial performance (LIBOR plus .6% at June 30, 2000). The revolving credit agreement contains customary affirmative and negative covenants including certain financial covenants with respect to the Company's consolidated net worth, interest and debt coverage ratios and limits capital expenditures and dividends in addition to other restrictions. The Company was in compliance with all covenants at June 30, 2000.

On January 31, 2000, the Company entered into a \$125.0 million private placement shelf facility. The uncommitted loan facility provides the Company a source of long-term, fixed-rate financing as a complement to the variable rate borrowings available under its existing revolving credit facility. There were no outstanding borrowings under the agreement as of June 30, 2000.

The Company's Board of Directors has authorized the repurchase, at management's discretion, of up to 3.0 million shares of the Company's stock in the open market or via private transactions. As of June 30, 2000, the Company had approximately 2.5 million shares at a cost of \$26.4 million.

Working capital increased to \$320.9 million at June 30, 2000 from \$292.3 million at December 31, 1999 primarily due to the Company's seasonal build-up of inventory in preparation for the summer selling season. This increase was funded primarily by borrowings under the Company's revolving credit agreement.

Cash and cash equivalents increased \$0.4 million during the six month period ended June 30, 2000. The revolving credit agreement provided the principal source of cash during the period. The principal uses of

cash were seasonal working capital needs, acquisition of the Company's common stock, repayments of bank and other debt, and capital expenditures.

The Company has adequate availability of capital from operations and its revolving credit agreement to fund present operations and anticipated growth, including expansion in its current and targeted market areas. The Company continually evaluates potential acquisitions and has held discussions with a number of acquisition candidates; however, the Company currently has no binding agreement with respect to any acquisition candidates. Should suitable acquisition opportunities or working capital needs arise that would require additional financing, the Company believes that its financial position and earnings history provide a solid base for obtaining additional financing resources at competitive rates and terms.

Quantitative and Qualitative Disclosures about Market Risk

The Company's primary market risk exposure consists of interest rate risk. The Company's objective in managing the exposure to interest rate changes is to limit the impact of interest rate changes on earnings and cash flows and to lower its overall borrowing costs. To achieve its objectives, the Company uses interest rate swaps to manage its net exposure to interest rate changes to its borrowings. These swaps are entered into with a group of financial institutions with investment grade credit ratings, thereby minimizing the risk of credit loss. All items described below are non-trading.

At June 30, 2000, the Company had various interest rate swap agreements with an aggregate notional amount of \$60.0 million to manage its net exposure to interest rate changes related to a portion of the borrowings under the revolving credit agreement. The interest rate swap agreements effectively convert a portion of the Company's LIBOR-based variable rate borrowings into fixed rate borrowings with a weighted average pay rate of 6.4%.

Safe Harbor Statement

This quarterly report contains statements which, to the extent they are not historical fact, constitute "forward looking statements" under the securities laws, including statements regarding acquisitions, financing agreements and industry, demographic and other trends affecting the Company. All forward looking statements involve risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from those contemplated or projected, forecasted, estimated, budgeted, expressed or implied by or in such forward looking statements. The forward looking statements in this document are intended to be subject to the safe harbor protection provided under the securities laws.

The Company's shareholders should also be aware that while the Company does, at various times, communicate with securities analysts, it is against the Company's policies to disclose to such analysts any material non-public information or other confidential information. Accordingly, our shareholders should not assume that the Company agrees with all statements or reports issued by such analysts. To the extent statements or reports issued by analysts contain projections, forecasts or opinions by such analysts about our Company, such reports are not the responsibility of the Company.

For additional information identifying some other important factors which may affect the Company's operations and markets and could cause actual results to vary materially from those anticipated in the forward looking statements, see the Company's Securities and Exchange Commission filings, including but not limited to, the discussion included in the Business section of the Company's Form 10-K under the heading "Other Information."

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In September 1999, a lawsuit was filed in the Circuit Court for the First Judicial District of Jasper County, Mississippi against the Company and a group of companies now operating as a subsidiary of the Company, Kaufman Supply, Inc. ("Kaufman"), and an employee of Kaufman. The lawsuit pertains to a vehicle accident involving a Kaufman vehicle and three individuals who sustained significant injuries resulting from the accident. In the lawsuit, the plaintiffs allege that Kaufman and its employee are liable for damages resulting from their injuries and further allege that Kaufman and its employee were grossly negligent in the operation of the vehicle and seek unspecified actual and punitive damages. Based on discovery performed during recent months, the Company believes that plaintiffs in this action, may assert a significant claim during trial. Further discovery in this matter is currently on-going with a trial date set for October 2000. The Company intends to vigorously defend itself in this matter and has filed claims with its insurance carriers for any and all insurable losses under the liability policies in force at the time of the accident. At this time, due to the preliminary nature of the proceedings, the Company is unable to predict with any certainty as to whether an adverse judgment will be less than or exceed the Company's insurable limits.

The Company is involved in other litigation incidental to the operation of its business and vigorously defends all matters in which the Company or its subsidiaries are named defendants.

In the opinion of the Company, the ultimate liability associated with the legal matters described above will not materially affect the Company's financial position but could be material to the results of operations in any one accounting period.

Item 2. Changes in Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Securities Holders

- (a) The Company's 2000 Annual Meeting of Shareholders was held on June 5, 2000.
- (b) The Company's management solicited proxies pursuant to Regulation 14 under the Securities Exchange Act of 1934. There was no solicitation in opposition to the management's nominees as listed in the proxy statement. The following nominees were elected as indicated in the proxy statement pursuant to the vote of the shareholders as follows:

	For -----	Withheld -----
Common Stock		
Alan H. Potamkin	17,927,171	1,141,167
Class B Common Stock		
Roberto Motta	29,997,840	78,500
Ira Harris	29,920,350	155,990

- (c) A proposal was voted upon at the Annual Meeting of Shareholders to ratify the action of the Board of Directors amending the Company's Second Amended and Restated 1991 Stock Option Plan.

The combined vote of the Company's Common Stock and Class B Common Stock was as follows:

For	48,663,474
Against	147,321
Withheld	333,883

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

27. Financial Data Schedule (for SEC use only)

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WATSCO, INC.

(Registrant)

By: /s/ Barry S. Logan
Barry S. Logan
Vice President and Secretary
(Chief Financial Officer)

August 14, 2000

This schedule contains summary financial information extracted from the Watsco, Inc. Form 10-Q for the quarterly period ended June 30, 2000 and is qualified in its entirety by reference to such financial statements.

1,000

3-MOS	
DEC-31-2000	JUN-30-2000
	7,858
	0
	212,677
	6,659
	251,079
479,711	
	70,229
	38,044
	655,888
158,810	
	4,054
0	
	0
	14,706
	290,111
655,888	
	657,176
657,176	
	501,929
	501,929
	121,746
	2,150
	6,394
	24,957
	9,284
15,673	
	0
	0
	0
	15,673
	0.57
	0.55