

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0362 |
| Estimated average burden hours per response: | 1.0       |

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**

Filed 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*<br><u>Rubin Steven</u> |              |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>WATSCO INC [ WSO; WSOB ]</u>    |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |  |
| (Last)  | (First)      | (Middle)  | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><u>12/31/2020</u> |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| <u>2665 S. BAYSHORE DRIVE SUITE 901</u>                         |              |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |   |  |  |  |
| (Street)  | <u>MIAMI</u> | <u>FL</u> | <u>33133</u>  |  |  |   |  |  |  |
| (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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price |  |  |   |
| <u>Common stock</u>             |                                      |  |                                |   |            |       | <u>2,085</u>   | <u>D</u>   |   |

**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 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   |   |  |  |   |  |
| <u>Stock Option (right to buy)</u>         | <u>\$160.69</u>  |                                      |  |                                |  |     | <u>(1)</u>   | <u>06/03/2024</u> | <u>Common Stock</u>   |  | <u>2,333</u>   | <u>D</u>  |  |
| <u>Stock Option (right to buy)</u>         | <u>\$175.07</u>  |                                      |  |                                |  |     | <u>(2)</u>   | <u>06/01/2025</u> | <u>Common Stock</u>   |  | <u>3,500</u>   | <u>D</u>  |  |

**Explanation of Responses:**

- The options vest 33 1/3% on June 3, 2019, June 3, 2020 and June 3, 2021, respectively.
- The options vest 33 1/3% on June 1, 2020, June 1, 2021 and June 1, 2022, respectively.

**Remarks:**

/s/ Steven Rubin

01/15/2021

\*\* Signature of Reporting Person

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.