

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * MENENDEZ ANA M (Last) (First) (Middle) 2665 SOUTH BAYSHORE DRIVE SUITE 901 (Street) COCONUT GROVE FL 33133 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol WATSCO INC [WSO; WSOB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO / Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								40,000	D ⁽²⁾	
Common Stock								957	I	See footnote ⁽¹⁾
Common Stock	10/23/2008		M		15,000	A	\$18.0625	0	D	
Common Stock	10/23/2008		F		1,800	D	\$35.65	0	D	
Common Stock	10/23/2008		F		100	D	\$35.62	0	D	
Common Stock	10/23/2008		F		200	D	\$35.54	0	D	
Common Stock	10/23/2008		F		600	D	\$35.53	0	D	
Common Stock	10/23/2008		F		2,300	D	\$35.5	0	D	
Common Stock	10/23/2008		F		4,800	D	\$35.45	0	D	
Common Stock	10/23/2008		F		100	D	\$35.44	0	D	
Common Stock	10/23/2008		F		100	D	\$35.42	5,000	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$18.0625	10/23/2008		M			15,000	(3)	11/03/2008	Common Stock	15,000	\$18.0625	0	D	
Stock Option (right to buy)	\$10							(4)	12/08/2009	Common Stock	10,000		10,000	D	
Stock Option (right to buy)	\$9.63							(5)	11/03/2010	Common Stock	15,000		15,000	D	
Stock Option (right to buy)	\$12.95							(6)	11/03/2011	Common Stock	15,000		15,000	D	

**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)				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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$21.95							(7)	11/03/2013	Common Stock	15,000		15,000	D	

Explanation of Responses:

- Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- The option vested 20% on November 3, 1999, November 3, 2000, November 3, 2001, November 3, 2002 and November 3, 2003, respectively
- The option vested 20% on December 8, 2000, December 8, 2001, December 8, 2002, December 8, 2003 and December 8, 2004, respectively
- The option vested 20% on November 3, 2001, November 3, 2002, November 3, 2003, November 3, 2004 and November 3, 2005, respectively
- The option vested 20% on November 3, 2002, November 3, 2003, November 3, 2004, November 3, 2005 and November 3, 2006, respectively
- The option vested 20% on November 3, 2004, November 3, 2005, November 3, 2006, November 3, 2007 and November 3, 2008, respectively

Ana M. Menendez

10/24/2008

** 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.

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