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.

☐ Form 4 Transactions Reported.

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

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[*]
 NAHMAD ALBERT H
 (Last) (First) (Middle)
 2665 S. BAYSHORE DRIVE
 SUITE 901
 (Street)
 COCONUT GROVE **FL** **33133**
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 WATSCO INC [WSO; WSOB]

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2019

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 X Director   10% Owner
 X Officer (give title below)   Other (specify below)
 Chairman and CEO

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X 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)
				Amount	(A) or (D)	Price			
Common stock							1,415	I	See footnote[(1)]

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	Amount or Number of Shares				
Class B Common stock	(2)							(2)	(2)	Class B Common stock	2,260,805		2,260,805	D[(3)]	
Class B Common stock	(2)							(2)	(2)	Class B Common stock	524,875		524,875	I	See footnote[(4)]
Class B Common stock	(2)							(2)	(2)	Class B Common stock	1,330,000		1,330,000	I	See footnote[(5)]
Class B Common Stock	(2)	12/13/2019		G			28,000	(2)	(2)	Class B Common Stock	28,000	$0.00	212,182	D	

Explanation of Responses:

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

2. The Class B Common Stock is convertible into Common Stock at any time on a one-for-one basis and has no expiration date.

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

4. Reflects 498,845 shares held by various trusts over which Mr. Nahmad maintains effective control and 26,030 shares held by custodial accounts for Mr. Nahmad's grandchildren, of which Mr. Nahmad is the custodian.

5. Reflects shares owned by Albert Capital LP, a limited partnership, over which Mr. Nahmad maintains effective control.

Remarks:

/s/ Albert H. Nahmad   01/09/2020
** 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.