

Johnston Paul W
 Form 4
 December 07, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Johnston Paul W

2. Issuer Name and Ticker or Trading Symbol
 WATSCO INC [WSO; WSOB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2665 S. BAYSHORE DRIVE, SUITE 901
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

COCONUT GROVE, FL 33133

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting 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. 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 | (D) | Price |
| Common Stock | | | | | 200 | D | |
| Common Stock | | | | | 37,500 | D ⁽¹⁾ | |
| Common Stock | | | | | 467 | I | See footnote ⁽²⁾ |
| Class B Common Stock | | | | | 20,000 | D ⁽¹⁾ | |
| | 12/03/2010 | | M | | 10,000 | A | \$ 17.09 0 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---|---|
| Common Stock | | | | | | | |
| Common Stock | 12/03/2010 | S | 401 | D | \$ 61.43 | 0 | D |
| Common Stock | 12/03/2010 | S | 200 | D | \$ 61.44 | 0 | D |
| Common Stock | 12/03/2010 | S | 299 | D | \$ 61.45 | 0 | D |
| Common Stock | 12/03/2010 | S | 100 | D | \$ 61.46 | 0 | D |
| Common Stock | 12/03/2010 | S | 200 | D | \$ 61.47 | 0 | D |
| Common Stock | 12/03/2010 | S | 10 | D | \$ 61.48 | 0 | D |
| Common Stock | 12/03/2010 | S | 460 | D | \$ 61.49 | 0 | D |
| Common Stock | 12/03/2010 | S | 300 | D | \$ 61.6 | 0 | D |
| Common Stock | 12/03/2010 | S | 400 | D | \$ 61.6075 | 0 | D |
| Common Stock | 12/03/2010 | S | 410 | D | \$ 61.61 | 0 | D |
| Common Stock | 12/03/2010 | S | 100 | D | \$ 61.6175 | 0 | D |
| Common Stock | 12/03/2010 | S | 2,920 | D | \$ 61.62 | 0 | D |
| Common Stock | 12/03/2010 | S | 1,002 | D | \$ 61.63 | 0 | D |
| Common Stock | 12/03/2010 | S | 100 | D | \$ 61.635 | 0 | D |
| Common Stock | 12/03/2010 | S | 1,196 | D | \$ 61.64 | 0 | D |
| Common Stock | 12/03/2010 | S | 202 | D | \$ 61.65 | 0 | D |
| Common Stock | 12/03/2010 | S | 600 | D | \$ 61.66 | 0 | D |
| Common Stock | 12/03/2010 | S | 100 | D | \$ 61.6625 | 0 | D |
| Common Stock | 12/03/2010 | S | 800 | D | \$ 61.665 | 0 | D |
| | 12/03/2010 | S | 100 | D | \$ 61.67 | 0 | D |

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Common
Stock

Common Stock 12/03/2010 S 100 D \$ 61.68 0 D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 17.09 | 12/03/2010 | | M | 10,000 | (3) 06/17/2012 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 16.44 | | | | | (4) 07/22/2013 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 56.09 | | | | | 07/23/2013 07/23/2015 | Class B Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 56.09 | | | | | 07/23/2014 07/23/2015 | Class B Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Johnston Paul W
2665 S. BAYSHORE DRIVE
SUITE 901
COCONUT GROVE, FL 33133

Vice President

Signatures

/s/ Paul W.
Johnston

12/07/2010

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Award of stock pursuant to Restricted Stock Agreement
 - (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
 - (3) The option vested 20% on June 17, 2003, June 17, 2004, June 17, 2005, June 17, 2006 and June 17, 2007, respectively
 - (4) The option vests 20% on July 22, 2004, July 22, 2005, July 22, 2006, July 22, 2007 and July 22, 2008, respectively

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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