

MENENDEZ ANA M  
Form 4  
October 25, 2011

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
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]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CFO / Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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                    |                                      |  |                                |   | 40,000  | D <sup>(2)</sup>   |   |
| Common Stock                    |                                      |  |                                |   | 1,115   | I  | See footnote <sup>(1)</sup>                           |
| Class B Common Stock            |                                      |  |                                |   | 28,200  | D <sup>(2)</sup>   |   |
| Common Stock                    | 10/21/2011                           |  | F                              |   | 7,616   | D  | \$ 57.41  |
|                                 | 10/21/2011                           |  | M                              |   | 15,000  | A  | 15,000  |

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|              |            |   |     |   |  |          |   |   |
|--------------|------------|---|-----|---|--|----------|---|---|
| Common Stock |            |   |     |   |  | \$ 12.95 |   |   |
| Common Stock | 10/25/2011 | S | 300 | D |  | \$ 60.77 | 0 | D |
| Common Stock | 10/25/2011 | S | 300 | D |  | \$ 60.76 | 0 | D |
| Common Stock | 10/25/2011 | S | 416 | D |  | \$ 60.75 | 0 | D |
| Common Stock | 10/25/2011 | S | 12  | D |  | \$ 60.74 | 0 | D |
| Common Stock | 10/25/2011 | S | 729 | D |  | \$ 60.73 | 0 | D |
| Common Stock | 10/25/2011 | S | 323 | D |  | \$ 60.71 | 0 | D |
| Common Stock | 10/25/2011 | S | 12  | D |  | \$ 60.72 | 0 | D |
| Common Stock | 10/25/2011 | S | 216 | D |  | \$ 60.7  | 0 | D |
| Common Stock | 10/25/2011 | S | 732 | D |  | \$ 60.69 | 0 | D |
| Common Stock | 10/25/2011 | S | 348 | D |  | \$ 60.68 | 0 | D |
| Common Stock | 10/25/2011 | S | 200 | D |  | \$ 60.67 | 0 | D |
| Common Stock | 10/25/2011 | S | 104 | D |  | \$ 60.66 | 0 | D |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   |  | Title   |

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|                                      |          |            |   |        | Date<br>Exercisable | Expiration<br>Date |                            | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|----------|------------|---|--------|---------------------|--------------------|----------------------------|-------------------------------------|
| Stock<br>Option<br>(right to<br>buy) | \$ 12.95 | 10/21/2011 | M | 15,000 | (3)                 | 11/03/2011         | Common<br>Stock            | 15,000                              |
| Stock<br>Option<br>(right to<br>buy) | \$ 21.95 |            |   |        | (4)                 | 11/03/2013         | Common<br>Stock            | 15,000                              |
| Stock<br>Option<br>(right to<br>buy) | \$ 56.09 |            |   |        | 07/23/2013          | 07/23/2015         | Class B<br>Common<br>Stock | 7,500                               |
| Stock<br>Option<br>(right to<br>buy) | \$ 56.09 |            |   |        | 07/23/2014          | 07/23/2015         | Class B<br>Common<br>Stock | 7,500                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| MENENDEZ ANA M<br>2665 SOUTH BAYSHORE DRIVE<br>SUITE 901<br>COCONUT GROVE, FL 33133 |               |           | CFO / Treasurer |       |

## Signatures

/s/ Ana M. Menendez 10/25/2011

\_\_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) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (2) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- (3) The option vested 20% on November 3, 2002, November 3, 2003, November 3, 2004, November 3, 2005 and November 3, 2006, respectively
- (4) The option vested 20% on November 3, 2004, November 3, 2005, November 3, 2006, November 3, 2007 and November 3, 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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