

NAHMAD ALBERT H
Form 4
March 03, 2011

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

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 *
NAHMAD ALBERT H

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 SOUTH BAYSHORE
DRIVE, SUITE 901

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 Ownership (Instr. 4)
Class B Common Stock					766,886	I	See footnote (1)
Common Stock					1,118	I	See footnote (2)
Class B Common Stock					5,998	D	
Class B Common	03/01/2011		J	221,876 A	\$ 1,637,498	D (3)	
					64.11		

Stock				
Class B Common Stock		359,335	I	See footnote (4)
Class B Common Stock		1,330,000	I	See footnote (5)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAHMAD ALBERT H 2665 SOUTH BAYSHORE DRIVE SUITE 901 COCONUT GROVE, FL 33133	X		Chairman and CEO	

Signatures

/s/ Albert H.
Nahmad

03/03/2011

**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) Reflects shares owned by Alna Capital Associates, a limited partnership, of which Mr. Nahmad is the sole general partner and accordingly, possesses the voting power for such shares.
- (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (3) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreements
- (4) Reflects 312,542 shares owned by a grantor retained annuity trust, of which Mr. Nahmad is the sole trustee and 46,793 shares held by another trust over which Mr. Nahmad maintains effective control.
- (5) Reflects shares owned by Albert Capital LP, a limited partnership. The sole general partner of Albert Capital LP is a limited liability company, for which Mr. Nahmad acts as its manager and thereby maintains effective control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.