

WATSCO INC
Form 4
September 15, 2005

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 *
NAHMAD ALBERT H

(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)
09/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ 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 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)
Common Stock					240,277	I	See footnote (1)
Class B Common Stock					1,524,301	I	See footnote (1)
Common Stock					780	I	See footnote (2)
Class B Common					1,053,496	D (3)	

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Stock

Class B

Common Stock	09/14/2005		M	225,000	A	\$ 7.33	941,528	D
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Common Stock	09/14/2005		F	103,644	D	\$ 50.27	163,327	D
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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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 7.33	09/14/2005		M	225,000	<u>(9)</u> 03/01/2006	Class B Common Stock 225,000
Stock Option (right to buy)	\$ 15.17					<u>(4)</u> 03/21/2007	Class B Common Stock 300,000
Stock Option (right to buy)	\$ 16					<u>(5)</u> 04/06/2008	Class B Common Stock 375,000
Stock Option (right to buy)	\$ 13.875					<u>(6)</u> 02/19/2009	Class B Common Stock 200,000
Stock Option (right to buy)	\$ 8.94					<u>(7)</u> 03/15/2010	Class B Common Stock 200,000
Stock	\$ 11.3					<u>(8)</u> 09/24/2011	Class B 100,000

Option
(right to
buy)

Common
Stock

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			Chairman and CEO	

Signatures

/s/ Albert H.
Nahmad

09/15/2005

 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 and purchased by Alna Capital Associates, a Limited Partnership
- (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (3) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- (4) The option vests 33 1/3 percent on March 21, 1997, March 21, 1998 and March 21, 1999, respectively
- (5) The option vests 33 1/3 percent on April 6, 1998, April 6, 1999 and April 6, 2000, respectively
- (6) The option vests 33 1/3 percent on February 19, 1999, February 19, 2000 and February 19, 2001, respectively
- (7) The option vests 33 1/3 percent on March 15, 2000, March 15, 2001 and March 15, 2002, respectively
- (8) The option vests 33 1/3 percent on September 24, 2001, September 24, 2002 and September 24, 2003, respectively
- (9) The option vests 33 1/3 percent on March 1, 1996, March 1, 1997 and March 1, 1998, respectively

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.