

AAON INC  
Form 4  
December 10, 2013

**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 \*  
Knebel David E

2. Issuer Name and Ticker or Trading Symbol  
AAON INC [AAON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2425 SOUTH YUKON AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President, Sales & Tech

TULSA, OK 74107-2728

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$.004	12/06/2013	12/06/2013	M		4,500 (1) \$ 6.82 (1)	81,900 (1)	D
Common Stock, par value \$.004	12/06/2013	12/06/2013	M		9,000 A \$ 6.81	90,900	D
Common Stock, par value \$.004	12/06/2013	12/06/2013	M		13,500 A \$ 10.34	104,400	D
Common Stock, par	12/06/2013	12/06/2013	S		4,500 D \$ 30.76	99,900	D

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value \$.004

Common Stock, par value \$.004	12/06/2013	12/06/2013	S	9,000	D	\$ 30.76	90,900	D
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Common Stock, par value \$.004	12/06/2013	12/06/2013	S	13,500	D	\$ 30.76	77,400	D
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Common Stock, par value \$.004							6,706 <sup>(1)</sup>	I	401(k) Plan
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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.82 <sup>(1)</sup>	12/06/2013	12/06/2013	M		4,500	10/17/2009	10/17/2018	Common Stock	4,500
Stock Option (Right to Buy)	\$ 6.81 <sup>(1)</sup>	12/06/2013	12/06/2013	M		9,000	03/09/2010	03/09/2019	Common Stock	9,000
Stock Option (Right to Buy)	\$ 10.34 <sup>(1)</sup>	12/06/2013	12/06/2013	M		13,500	05/25/2011	05/25/2020	Common Stock	13,500
Stock Option (Right to Buy)	\$ 12.98 <sup>(1)</sup>						05/15/2013	05/15/2022	Common Stock	15,000 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knebel David E 2425 SOUTH YUKON AVENUE TULSA, OK 74107-2728			Sr.Vice President,Sales & Tech	

## Signatures

David E. Knebel                      12/10/2013

\_\_Signature of                      Date  
Reporting Person

## 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) All numbers of shares and exercise prices have been adjusted to reflect a 3 for 2 stock split on July 2, 2013 effected pursuant to a 50% stock dividend.

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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