

Johnston Paul W
Form 4
December 07, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

2665 S. 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)
12/03/2010

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 ____ Other (specify
below) below)
Vice President

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				(A) or (D)	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.09	12/03/2010		M	10,000	<u>(3)</u>	06/17/2012	Common Stock	10,000
Stock Option (right to buy)	\$ 16.44					<u>(4)</u>	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.

12/07/2010

Johnston

__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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