

NAHMAD ALBERT H  
Form 4  
February 10, 2009

**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)  
02/06/2009

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)  
Chairman and CEO

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   |
| Class B Common Stock            |                                      |  |                                |   | 766,886   | I  | See footnote (1)                                      |
| Common Stock                    |                                      |  |                                |   | 992   | I  | See footnote (2)                                      |
| Class B Common Stock            |                                      |  |                                |   | 1,259,811   | D (3)  |   |
| Class B Common                  | 02/06/2009                           |  | F                              |   | 63,617  | D  | \$ 36.25 894,741                                      |

Stock

|                            |            |  |   |         |   |              |         |                        |
|----------------------------|------------|--|---|---------|---|--------------|---------|------------------------|
| Class B<br>Common<br>Stock |            |  |   |         |   | 427,750      | I       | See<br>footnote<br>(7) |
| Class B<br>Common<br>Stock | 02/06/2009 |  | M | 200,000 | A | \$<br>13.875 | 200,000 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                  |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 13.875  | 02/06/2009                              |   | M                                    | 200,000   | (4)  | 02/09/2009  | Class B<br>Common<br>Stock | 200,000                          |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.94  |   |   |                                      |   | (5)  | 03/15/2010  | Class B<br>Common<br>Stock | 200,000                          |
| Stock<br>Option<br>(right to<br>buy)                | \$ 11.3  |   |   |                                      |   | (6)  | 09/24/2011  | Class B<br>Common<br>Stock | 100,000                          |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| NAHMAD ALBERT H<br>2665 SOUTH BAYSHORE DRIVE<br>SUITE 901 |               |           | Chairman and CEO |       |

COCONUT GROVE, FL 33133

## Signatures

/s/ Albert H.

02/09/2009

Nahmad

\_\_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 all voting power for Alna's shares
- (2) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (3) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreements
- (4) The options vested 33 1/3% on February 9, 1999, February 9, 2000 and February 9, 2001, respectively
- (5) The options vested 33 1/3% on March 15, 2000, March 15, 2001 and March 15, 2002, respectively
- (6) The options vested 33 1/3% on September 24, 2001, September 24, 2002 and September 24, 2003, respectively
- (7) Reflects shares owned by various grantor retained annuity trusts, of which Mr. Nahmad is the sole trustee

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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