

MENENDEZ ANA M
Form 4
October 24, 2008

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 *
MENENDEZ ANA M

(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)
10/23/2008

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)
CFO / Treasurer

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
Common Stock					40,000	D ⁽²⁾	
Common Stock					957	I	See footnote ⁽¹⁾
Common Stock	10/23/2008		M		15,000	A	\$ 18.0625 0
Common Stock	10/23/2008		F		1,800	D	\$ 35.65 0
Common Stock	10/23/2008		F		100	D	\$ 35.62 0

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Common Stock	10/23/2008	F	200	D	\$ 35.54	0	D
Common Stock	10/23/2008	F	600	D	\$ 35.53	0	D
Common Stock	10/23/2008	F	2,300	D	\$ 35.5	0	D
Common Stock	10/23/2008	F	4,800	D	\$ 35.45	0	D
Common Stock	10/23/2008	F	100	D	\$ 35.44	0	D
Common Stock	10/23/2008	F	100	D	\$ 35.42	5,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 18.0625	10/23/2008		M	15,000	<u>(3)</u> 11/03/2008	Common Stock	15,000
Stock Option (right to buy)	\$ 10					<u>(4)</u> 12/08/2009	Common Stock	10,000
Stock Option (right to buy)	\$ 9.63					<u>(5)</u> 11/03/2010	Common Stock	15,000
	\$ 12.95					<u>(6)</u> 11/03/2011		15,000

Stock Option (right to buy)					Common Stock	
Stock Option (right to buy)	\$ 21.95	<u>(7)</u>	11/03/2013		Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENENDEZ ANA M 2665 SOUTH BAYSHORE DRIVE SUITE 901 COCONUT GROVE, FL 33133			CFO / Treasurer	

Signatures

Ana M. 10/24/2008
Menendez

 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) Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- (2) Award of stock pursuant to Watsco, Inc. Restricted Stock Agreement
- (3) The option vested 20% on November 3, 1999, November 3, 2000, November 3, 2001, November 3, 2002 and November 3, 2003, respectively
- (4) The option vested 20% on December 8, 2000, December 8, 2001, December 8, 2002, December 8, 2003 and December 8, 2004, respectively
- (5) The option vested 20% on November 3, 2001, November 3, 2002, November 3, 2003, November 3, 2004 and November 3, 2005, respectively
- (6) The option vested 20% on November 3, 2002, November 3, 2003, November 3, 2004, November 3, 2005 and November 3, 2006, respectively
- (7) The option vested 20% on November 3, 2004, November 3, 2005, November 3, 2006, November 3, 2007 and November 3, 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. 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.