MENENDEZ ANA M

Form 4

October 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MENENDEZ ANA M			2. Issuer Name and Ticker or Trading Symbol WATSCO INC [WSO; WSOB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(check all applicable)			
2665 COLUTII DA VOLIODE			(Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify			
2665 SOUTH BAYSHORE DRIVE, SUITE 901			10/23/2008	below) below)			
DRIVE, SUITI	2 701			CFO / Treasurer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
COCONUT GROVE, FL 33133				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	sed of	` ′	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							40,000	D (2)	
Common Stock							957	I	See footnote (1)
Common Stock	10/23/2008		M	15,000	A	\$ 18.0625	0	D	
Common Stock	10/23/2008		F	1,800	D	\$ 35.65	0	D	
Common Stock	10/23/2008		F	100	D	\$ 35.62	0	D	

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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. Transactic Code (Instr. 8)	5. Number of or 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)	\$ 18.0625	10/23/2008		M		15,000	(3)	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						(6)	11/03/2011		15,000

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

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. Menendez 10/24/2008

**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.

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