

MENENDEZ ANA M
Form 5
February 14, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO / Treasurer

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

2665 SOUTH BAYSHORE DRIVE, SUITE 901

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

COCONUT GROVE, FL 33133

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	40,000	D (2)	^
Common Stock	^	^	^	^	^	^	1,170	I	See footnote (1)
Common Stock	^	^	^	^	^	^	21,733	D	^

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

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SEC 2270 (9-02)

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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
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 21.95	Â	Â	Â	Â Â	Â (3) 11/03/2013	Common Stock	15,000
Stock Option (right to buy)	\$ 56.09	Â	Â	Â	Â Â	07/23/2013 07/23/2015	Class B Common Stock	7,500
Stock Option (right to buy)	\$ 56.09	Â	Â	Â	Â Â	07/23/2014 07/23/2015	Class B Common Stock	7,500
Class B Common Stock	Â	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock	31,700

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	Â	Â	Â CFO / Treasurer	Â

Signatures

/s/ Ana M.
Menendez 02/14/2013

**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) 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, 2004, November 3, 2005, November 3, 2006, November 3, 2007 and November 3, 2008, respectively
- (4) The Class B Common Stock is convertible into Common Stock at any time on a one-for-one basis and has no expiration date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.