

NAHMAD ALBERT H
 Form 5
 February 05, 2009

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 *
 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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)
 Chairman and CEO

6. Individual or Joint/Group Reporting

(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)	(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)
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)	^
	^	^	^	^	^	^	958,358	D	^

Signatures

/s/ Albert H.
Nahmad

02/05/2009

__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 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.