

AAON INC  
Form 4  
January 05, 2017

**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 \*  
**SHEFFIELD KATHY I**

(Last) (First) (Middle)  
10402 NORTH 144 EAST AVENUE  
(Street)  
OWASSO, OK 74055  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AAON INC [AAON]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2017

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)  
Sr. Vice President Admin/Treas

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.004  | 01/04/2017                           |  | A                              | 680 (1) A   | \$ 0 27,212   | D  |                                   |
| Common Stock, par value \$.004  | 01/04/2017                           |  | F                              | 460 D   | \$ 34.1 26,752  | D  |                                   |
| Common Stock, par value \$.004  |                                      |  |                                |   | 16,470  | I  | 401(k) Plan                       |

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 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 34.1  | 01/04/2017                           |  | A                              | 24,700<br>(2)   | 01/04/2018   | 01/04/2027  | Common Stock | 24,700                     |
| Stock Option (Right to Buy)                | \$ 4.54  |                                      |  |                                |   | 03/09/2010   | 03/09/2019  | Common Stock | 5,000                      |
| Stock Option (Right to Buy)                | \$ 6.89  |                                      |  |                                |   | 05/25/2011   | 05/25/2020  | Common Stock | 33,750                     |
| Stock Option (Right to Buy)                | \$ 8.65  |                                      |  |                                |   | 05/15/2013   | 05/15/2022  | Common Stock | 22,500                     |
| Stock Option (Right to Buy)                | \$ 21.93   |                                      |  |                                |   | 01/02/2016   | 01/02/2025  | Common Stock | 4,805                      |
| Stock Option (Right to Buy)                | \$ 22.15   |                                      |  |                                |   | 01/04/2017   | 01/04/2026  | Common Stock | 6,680                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

SHEFFIELD KATHY I  
10402 NORTH 144 EAST AVENUE  
OWASSO, OK 74055

Sr. Vice President Admin/Treas

## Signatures

Kathy I. 01/05/2017  
Sheffield

\*\*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) Restricted Stock Grant, vesting ratably over five years
  - (2) This stock option is granted under the Issuer's 2016 Long Term Incentive Plan and is exercisable ratably on each of the first five anniversaries of the date of the grant.

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.