

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Johnston Paul W</u> <hr/> (Last) (First) (Middle) 2665 S. BAYSHORE DRIVE SUITE 901 <hr/> (Street) COCONUT GROVE FL 33133 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WATSCO INC [ WSO; WSOB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock								200	D	
Common Stock								37,500	D <sup>(1)</sup>	
Common Stock								467	I	See footnote <sup>(2)</sup>
Class B Common Stock								20,000	D <sup>(1)</sup>	
Common Stock	12/03/2010		M		10,000	A	\$17.09	0	D	
Common Stock	12/03/2010		S		401	D	\$61.43	0	D	
Common Stock	12/03/2010		S		200	D	\$61.44	0	D	
Common Stock	12/03/2010		S		299	D	\$61.45	0	D	
Common Stock	12/03/2010		S		100	D	\$61.46	0	D	
Common Stock	12/03/2010		S		200	D	\$61.47	0	D	
Common Stock	12/03/2010		S		10	D	\$61.48	0	D	
Common Stock	12/03/2010		S		460	D	\$61.49	0	D	
Common Stock	12/03/2010		S		300	D	\$61.6	0	D	
Common Stock	12/03/2010		S		400	D	\$61.6075	0	D	
Common Stock	12/03/2010		S		410	D	\$61.61	0	D	
Common Stock	12/03/2010		S		100	D	\$61.6175	0	D	
Common Stock	12/03/2010		S		2,920	D	\$61.62	0	D	
Common Stock	12/03/2010		S		1,002	D	\$61.63	0	D	
Common Stock	12/03/2010		S		100	D	\$61.635	0	D	
Common Stock	12/03/2010		S		1,196	D	\$61.64	0	D	
Common Stock	12/03/2010		S		202	D	\$61.65	0	D	
Common Stock	12/03/2010		S		600	D	\$61.66	0	D	
Common Stock	12/03/2010		S		100	D	\$61.6625	0	D	
Common Stock	12/03/2010		S		800	D	\$61.665	0	D	
Common Stock	12/03/2010		S		100	D	\$61.67	0	D	
Common Stock	12/03/2010		S		100	D	\$61.68	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table of Derivative Securities Acquired, Disposed of, or Exercised (e.g., Puts, Calls, Warrants, Options, Convertible Securities)	4. Transaction Code (Instr. 8)	5. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
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 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Date Exercisable	Expiration Date	Title	Number of Shares						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$17.09	12/03/2010		M			10,000	(3)	06/17/2012	Common Stock	10,000	\$17.09	0	D	
Stock Option (right to buy)	\$16.44							(4)	07/22/2013	Common Stock	20,000		20,000	D	
Stock Option (right to buy)	\$56.09							07/23/2013	07/23/2015	Class B Common Stock	7,500		7,500	D	
Stock Option (right to buy)	\$56.09							07/23/2014	07/23/2015	Class B Common Stock	7,500		7,500	D	

**Explanation of Responses:**

- Award of stock pursuant to Restricted Stock Agreement
- Ownership in Watsco, Inc. Profit Sharing Retirement Plan and Trust
- The option vested 20% on June 17, 2003, June 17, 2004, June 17, 2005, June 17, 2006 and June 17, 2007, respectively
- The option vests 20% on July 22, 2004, July 22, 2005, July 22, 2006, July 22, 2007 and July 22, 2008, respectively

/s/ Paul W. Johnston

12/07/2010

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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