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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported) April 1, 2009**

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**watsco**

**WATSCO, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Florida**

(State or Other Jurisdiction of Incorporation)

**1-5581**

(Commission File Number)

**59-0778222**

(IRS Employer Identification No.)

**2665 South Bayshore Drive, Suite 901**

**Coconut Grove, Florida 33133**

(Address of Principal Executive Offices, Including Zip Code)

**(305) 714-4100**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 1, 2009, the Board of Directors of Watsco, Inc. approved an amendment to the Company's Bylaws. The amendment to the Bylaws is filed as Exhibit 99.1 to this report and is incorporated by reference into this Section 5.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Text of the amendment to the Company's Bylaws effective April 1, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WATSCO, INC.**

Dated: April 7, 2009

By: /s/ Ana M. Menendez  
Ana M. Menendez,  
Chief Financial Officer

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## Exhibit Index

Exhibit  
Number  
99.1

Description  
Text of the amendment to the Company's Bylaws effective April 1, 2009

**AMENDMENT TO THE  
BYLAWS  
OF  
WATSCO, INC.**

**THIS AMENDMENT** (the "Amendment"), made as of this 1st day of April, 2009 by **WATSCO, INC.** (hereinafter called the "Company");

**W I T N E S S E T H:**

**WHEREAS**, the Board of Directors of the Company believes it to be in the best interests of the Company to amend the Bylaws of the Company in a manner set forth below; and

**WHEREAS**, the Bylaws of the Company permit such amendments to be effected by the Board of Directors.

**NOW, THEREFORE**, the Bylaws shall be amended as follows, effective as of April 1, 2009:

1. The words "Class A Common Stock" shall be deleted in their entirety throughout the Bylaws and the words "Common Stock" shall be inserted therefore.
2. Article I, Section (5)(i)(5) shall be deleted in its entirety and the following shall be added as the new Article I, Section (5)(i)(5):

"The holders of Common Stock and Class B Common Stock shall in all matters not specified in Sections (1), (2), (3) or (4) of this sub-paragraph (i) "Voting" vote together as a single class; provided that the holders of Common Stock shall have one (1) vote per share and the holders of Class B Common Stock shall have ten (10) votes per share."

3. Article II, Section 3 shall be deleted in its entirety and the following shall be added as the new Article II, Section 3:

"In the interim, vacancies in the Board of Directors shall be filled by the majority vote of the remaining directors then in office. Vacancies created by the resignation, removal or incapacity of a director may be filled until the next annual meeting of stockholders. Vacancies created by an increase in the number of directors by the Board of Directors between annual stockholder meetings, shall be filled until the next annual meeting of stockholders."

4. Article VIII shall be deleted in its entirety and the following shall be added as the new Article VIII:

“The power to amend, alter, and repeal these By-laws, and to adopt new By-Laws, shall be vested in the Board of Directors, provided, that any By-Laws, other than an initial By-Law, which alters the minimum and maximum number of directors and the election of directors by classes for staggered terms shall be adopted by the stockholders.”

5. In all other respects, the Bylaws shall remain unchanged by this Amendment.

**IN WITNESS WHEREOF**, the Company has caused this instrument to be executed the day and year first above written.

**WATSCO, INC.**

By: /s/ Barry S. Logan  
Barry S. Logan,  
Senior Vice President