

AAON INC

Form 4

December 10, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knebel David E

(Last) (First) (Middle)

2425 SOUTH YUKON AVENUE

(Street)

TULSA, OK 74107-2728

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr.Vice President,Sales &amp; Tech

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.004	12/06/2013	12/06/2013	M	Amount 4,500 (1)	(A) or (D) A \$ 6.82 (1)	81,900 (1)	D
Common Stock, par value \$.004	12/06/2013	12/06/2013	M	9,000	A \$ 6.81	90,900	D
Common Stock, par value \$.004	12/06/2013	12/06/2013	M	13,500	A \$ 10.34	104,400	D
Common Stock, par	12/06/2013	12/06/2013	S	4,500	D \$ 30.76	99,900	D

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value \$.004

Common Stock, par value \$.004	12/06/2013	12/06/2013	S	9,000	D	\$ 30.76	90,900	D
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Common Stock, par value \$.004	12/06/2013	12/06/2013	S	13,500	D	\$ 30.76	77,400	D
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Common Stock, par value \$.004							6,706 <sup>(1)</sup>	I	401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	\$ 6.82 <sup>(1)</sup>	12/06/2013	12/06/2013	M	4,500	10/17/2009	10/17/2018	Common Stock	4,500
Stock Option (Right to Buy)	\$ 6.81 <sup>(1)</sup>	12/06/2013	12/06/2013	M	9,000	03/09/2010	03/09/2019	Common Stock	9,000
Stock Option (Right to Buy)	\$ 10.34 <sup>(1)</sup>	12/06/2013	12/06/2013	M	13,500	05/25/2011	05/25/2020	Common Stock	13,500
Stock Option (Right to Buy)	\$ 12.98 <sup>(1)</sup>					05/15/2013	05/15/2022	Common Stock	15,000 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knebel David E 2425 SOUTH YUKON AVENUE TULSA, OK 74107-2728			Sr.Vice President,Sales & Tech	

## Signatures

David E. Knebel 12/10/2013

\_\_Signature of Date  
Reporting Person

## 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) All numbers of shares and exercise prices have been adjusted to reflect a 3 for 2 stock split on July 2, 2013 effected pursuant to a 50% stock dividend.

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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