

AAON INC

Form 4

January 05, 2016

**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  
Expires: January 31,  
2005  
Estimated average  
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(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)  
01/02/2016

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 Admin/Treas

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.004	01/02/2016		F		356	D	\$ 23.22	22,452	D
Common Stock, par value \$.004	01/04/2016		A		6,190 <sup>(1)</sup>	A	\$ 0	28,642	D

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  
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SEC 1474  
(9-02)

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**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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 22.15	01/04/2016		A	6,680 (2)	01/04/2017 01/04/2026	Common Stock	6,680
Stock Option (Right to Buy)	\$ 21.93					01/02/2016 01/02/2025	Common Stock	4,805
Stock Option (Right to Buy)	\$ 8.65					05/15/2013 05/15/2022	Common Stock	22,500
Stock Option (Right to Buy)	\$ 6.89					05/25/2011 05/25/2020	Common Stock	33,750
Stock Option (Right to Buy)	\$ 4.54					03/09/2010 03/09/2019	Common Stock	16,875
Stock Option (Right to Buy)	\$ 5.03					03/10/2009 03/10/2018	Common Stock	10,125

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHEFFIELD KATHY I 10402 NORTH 144 EAST AVENUE OWASSO, OK 74055	Sr. Vice President Admin/Treas

## Signatures

Kathy I.  
Sheffield

01/05/2016

    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 2007 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.  
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