

AAON INC
Form 4
June 07, 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 *
Asbjornson Scott M

(Last) (First) (Middle)
708 W. 79TH STREET S.
(Street)

TULSA, OK 74132

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2017

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)
Vice President, Finance & CFO

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.004 | 06/06/2017 | | S | | 2,057 | D | \$ 36.725 |
| Common Stock, par value \$0.004 | 06/06/2017 | | M | | 4,500 | A | \$ 8.65 |
| Common Stock, par value \$0.004 | 06/06/2017 | | S | | 4,500 | D | \$ 36.7512 <u>(1)</u> |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|------------|---------|---|---|
| Common Stock, par value \$0.004 | 06/06/2017 | M | 1,922 | A | \$ 21.93 | 862,087 | D | |
| Common Stock, par value \$0.004 | 06/06/2017 | M | 1,336 | A | \$ 22.15 | 863,423 | D | |
| Common Stock, par value \$0.004 | 06/06/2017 | S | 3,258 | D | \$ 36.6352 | 860,165 | D | |
| Common Stock, par value \$0.004 | | | | | | 178 | I | 401(k) Plan |
| Common Stock, par value \$0.004 | | | | | | 540,000 | I | Custodian for the benefit of his children |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 8.65 | 06/06/2017 | | M | 4,500 | 05/15/2013 05/15/2022 | Common Stock | 4,500 |
| | \$ 21.93 | 06/06/2017 | | M | 1,922 | 01/02/2016 01/02/2025 | | 1,922 |

| Stock Option (Right to Buy) | Exercise Price | Grant Date | Expiration Date | Relationship | Number of Shares | Acquisition Date | Expiration Date | Common Stock | Number of Shares |
|-----------------------------|----------------|------------|-----------------|--------------|------------------|------------------|-----------------|--------------|------------------|
| Stock Option (Right to Buy) | \$ 22.15 | 06/06/2017 | | M | 1,336 | 01/04/2017 | 01/04/2026 | Common Stock | 1,336 |
| Stock Option (Right to Buy) | \$ 34.1 | | | | | 01/04/2018 | 01/04/2027 | Common Stock | 32,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Asbjornson Scott M 708 W. 79TH STREET S. TULSA, OK 74132 | | | Vice President, Finance & CFO | |

Signatures

Scott M.
Asbjornson
06/07/2017

__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).
- This transaction was executed in multiple trades at prices ranging from \$36.705 to \$36.7534. The price reported above reflects the (1) weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.