

SHEFFIELD KATHY I

Form 4

August 23, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEFFIELD KATHY I

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

10402 NORTH 144 EAST AVENUE

(Street)

OWASSO, OK 74055

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2012

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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 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	08/21/2012	08/21/2012	M	22,500 A	\$ 6.45 26,750	D	
Common Stock, par value \$.004	08/21/2012	08/21/2012	S	22,500 D	\$ 19.58 4,250	D	
Common Stock, par value \$.004					12,406	I	401(k) Plan

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 6.45	08/21/2012	08/21/2012	M	22,500	02/21/2004 02/21/2013	Common Stock 22,500
Stock Option	\$ 7.21					04/06/2006 04/06/2015	Common Stock 11,250
Stock Option	\$ 12.29					05/08/2007 05/08/2016	Common Stock 22,500
Stock Option	\$ 11.31					03/10/2009 03/10/2018	Common Stock 4,500
Stock Option	\$ 10.21					03/09/2010 03/09/2019	Common Stock 7,500
Stock Option	\$ 15.51					05/25/2011 05/25/2020	Common Stock 15,000
Stock Option	\$ 19.47					05/15/2013 05/15/2021	Common Stock 10,000

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 08/23/2012

__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).

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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