

AAON INC
Form 4
May 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
05/20/2014

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)
Sr. Vice President Admin/Treas

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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.004	05/20/2014	05/20/2014	A		6,200 (1) A \$ 0	D	
Common Stock, par value \$.004					23,313 (2)	I	401(k) Plan

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

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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. Price or Amount of Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 7.54 ⁽²⁾					Date Exercisable: 03/10/2009 Expiration Date: 03/10/2018	Common Stock	6,750 ⁽²⁾
Stock Option (Right to Buy)	\$ 6.81 ⁽²⁾					Date Exercisable: 03/09/2010 Expiration Date: 03/09/2019	Common Stock	11,250 ⁽²⁾
Stock Option (Right to Buy)	\$ 10.34 ⁽²⁾					Date Exercisable: 05/25/2011 Expiration Date: 05/25/2020	Common Stock	22,500 ⁽²⁾
Stock Option (Right to Buy)	\$ 12.98 ⁽²⁾					Date Exercisable: 05/15/2013 Expiration Date: 05/15/2022	Common Stock	15,000 ⁽²⁾

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 05/21/2014

**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) 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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