

Shaeff Julie
Form 4
March 09, 2018

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 *
Shaeff Julie

2. Issuer Name and Ticker or Trading Symbol
COMFORT SYSTEMS USA INC
[FIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Accounting Officer

(Last) (First) (Middle)
C/O COMFORT SYSTEMS USA,
INC., 675 BERING DR. SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2018

HOUSTON, TX 77057

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 03/07/2018 | | A | (1) | 1,516 \$ 0 | 31,783 | D |
| Common Stock | 03/07/2018 | | A | (2) | 3,300 \$ 0 | 35,083 | D |
| Common Stock | 03/07/2018 | | F | (3) | 1,260 \$ 42.5 | 33,823 | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 42.5 | 03/07/2018 | | A | 4,939 | 04/01/2019 ⁽⁴⁾ 03/07/2028 ⁽⁵⁾ | Common Stock 4,939 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaeff Julie C/O COMFORT SYSTEMS USA, INC. 675 BERING DR. SUITE 400 HOUSTON, TX 77057 | | | Chief Accounting Officer | |

Signatures

/s/ Trent T. McKenna, by power of attorney
03/09/2018
**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) Each restricted stock unit granted on March 7, 2018 represents a right to receive one share of common stock and will vest in equal installments over a three-year vesting schedule.
Reflects dollar-denominated performance restricted stock units granted on March 25, 2015 that vested on March 7, 2018. These units
- (2) vested as a result of the Company's 2015-2017 relative Total Shareholder Return and 2015-2017 Company average EPS - the applicable performance metrics.
- (3) Forfeited shares are related to dollar-denominated performance restricted stock units that vested on March 7, 2018 and were priced based on the closing price of the Company's common stock on March 7, 2018.

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- (4) Stock options vest in equal installments over a three-year vesting schedule.
- (5) Stock options will expire at the earlier of ten years from the date of grant or three months following termination of employment.

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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