

AAON INC
Form 4
August 09, 2011

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 *
ASBJORNSON NORMAN H

(Last) (First) (Middle)

AAON INC, 2425 SOUTH YUKON

(Street)

TULSA, OK 74107

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2011

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)
President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.004	08/05/2011	08/05/2011	M		4,500	A	\$ 9.07
					4,898,451	D	
Common Stock, par value \$.004	08/05/2011	08/05/2011	M		4,500	A	\$ 8
					4,902,951	D	
Common Stock, par value \$.004	08/05/2011	08/05/2011	M		4,500	A	\$ 10.37
					4,907,451	D	

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Common Stock, par value \$.004	223,725	I	Private Foundation
Common Stock, par value \$.004	2,341	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)	8. Pri Deriv Secur (Instr.		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Plan C Stock Option	\$ 9.07	08/05/2011	08/05/2011	M	1	05/25/2005	05/25/2014	Common Stock	4,500	\$ 9
Plan C Stock Option	\$ 8	08/05/2011	08/05/2011	M	1	05/24/2006	05/24/2015	Common Stock	4,500	\$
Plan C Stock Option	\$ 10.37	08/05/2011	08/05/2011	M	1	05/31/2007	05/31/2016	Common Stock	4,500	\$ 10

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X	X	President	

ASBJORNSON NORMAN H
AAON INC
2425 SOUTH YUKON
TULSA, OK 74107

Signatures

Norman H.
Asbjornson 08/09/2011

 **Signature of Date
 Reporting Person

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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