

AAON INC
Form 4
March 17, 2017

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

OMB
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(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)

03/16/2017

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)

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 (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)
Common Stock, par value \$.004	03/16/2017		M	15,000 A	\$ 6.89 41,752	D	
Common Stock, par value \$.004	03/16/2017		M	5,000 A	\$ 4.54 46,752	D	
Common Stock, par value \$.004	03/16/2017		S	20,000 D	\$ 36.53 26,752	D	
Common Stock, par	03/16/2017		I	17,110 D	\$ 36.55 0	I	401(k) Plan

value \$.004

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

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SEC 1474
(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 (Right to Buy)	\$ 6.89	03/16/2017		M	15,000	05/25/2011	05/25/2020	Common Stock	15,000
Stock Option (Right to Buy)	\$ 4.54	03/16/2017		M	5,000	03/09/2010	03/09/2019	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.65					05/15/2013	05/15/2022	Common Stock	22,500
Stock Option (Right to Buy)	\$ 21.93					01/02/2016	01/02/2025	Common Stock	4,805
Stock Option (Right to Buy)	\$ 22.15					01/04/2017	01/04/2026	Common Stock	6,680
Stock Option (Right to Buy)	\$ 34.1					01/04/2018	01/04/2027	Common Stock	24,700

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

03/17/2017

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).

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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