

Knebel David E  
 Form 4  
 September 17, 2012

**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 \*  
 Knebel David E

(Last) (First) (Middle)  
 2425 SOUTH YUKON AVENUE  
 (Street)

TULSA, OK 74107-2728

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/14/2012

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,Sales & Tech

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.004	09/14/2012	09/14/2012	M	11,250	A \$ 7.21	62,850	D
Common Stock, par value \$.004	09/14/2012	09/14/2012	S	11,250	D \$ 20.45	51,600	D
Common Stock, par value \$.004						4,471	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 (Right to Buy)	\$ 7.21	09/14/2012	09/14/2012	M		11,250		04/06/2006	04/06/2015	Common Stock	11,250
Stock Option (Right to Buy)	\$ 12.29							05/08/2007	05/08/2016	Common Stock	22,500
Stock Option (Right to Buy)	\$ 11.31							03/10/2009	03/10/2018	Common Stock	4,500
Stock Option (Right to Buy)	\$ 10.23							10/17/2009	10/17/2018	Common Stock	15,000
Stock Option (Right to Buy)	\$ 10.21							03/09/2010	03/09/2019	Common Stock	7,500
Stock Option (Right to Buy)	\$ 15.51							05/25/2011	05/25/2020	Common Stock	15,000
Stock Option (Right to Buy)	\$ 19.47							05/15/2013	05/15/2022	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knebel David E 2425 SOUTH YUKON AVENUE TULSA, OK 74107-2728			Sr Vice-President,Sales & Tech	

## Signatures

David E. Knebel                      09/17/2012

\_\_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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