

Asbjornson Scott M
Form 4
September 05, 2012

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 *
Asbjornson Scott M

(Last) (First) (Middle)

3723 HOLLY TRAIL

(Street)

LONGVIEW, TX 75605

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President, Finance & CFO

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	08/31/2012	08/31/2012	M	4,500 A	\$ 7.21 619,587	D	
Common Stock, par value \$.004	08/31/2012	08/31/2012	M	22,500 A	\$ 12.29 642,087	D	
Common Stock, par value \$.004	08/31/2012	08/31/2012	M	3,600 A	\$ 11.31 645,687	D	
Common Stock, par	08/31/2012	08/31/2012	M	4,500 A	\$ 10.21 650,187	D	

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value \$.004

Common Stock, par value \$.004	08/31/2012	08/31/2012	M	6,000	A	\$ 15.51	656,187	D
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Common Stock, par value \$.004	08/31/2012	08/31/2012	S	41,100	D	\$ 18.4	615,087 ⁽¹⁾	D
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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)	\$ 7.21	08/31/2012	08/31/2012	M	4,500	04/06/2006	04/06/2015	Common Stock	4,500
Stock Option (Right to Buy)	\$ 12.29	08/31/2012	08/31/2012	M	22,500	05/08/2007	05/08/2016	Common Stock	22,500
Stock Option (Right to Buy)	\$ 11.31	08/31/2012	08/31/2012	M	3,600	03/10/2009	03/10/2018	Common Stock	4,500
Stock Option (Right to Buy)	\$ 10.21	08/31/2012	08/31/2012	M	4,500	03/09/2010	03/09/2019	Common Stock	7,500
Stock Option (Right to Buy)	\$ 15.51	08/31/2012	08/31/2012	M	6,000	05/25/2011	05/25/2020	Common Stock	15,000

Buy)

Stock

Option
(Right to Buy) \$ 19.4705/15/2013 05/15/2021 Common
Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Asbjornson Scott M 3723 HOLLY TRAIL LONGVIEW, TX 75605			Vice President, Finance & CFO	

Signatures

Scott M.
Asbjornson 09/05/2012

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) 2,000 shares consist of a restricted stock grant, vesting ratably over five years.

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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