

COMFORT SYSTEMS USA INC
 Form 4
 April 02, 2015

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 *
GEORGE WILLIAM III

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 Financial Officer

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

3. Date of Earliest Transaction
 (Month/Day/Year)
03/25/2015

(Street)
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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/25/2015		A	8,157 ⁽¹⁾	\$ 0	69,151	D
Common Stock	04/01/2015		A	15,193 ⁽²⁾	\$ 0	84,344	D
Common Stock	04/02/2015 ⁽³⁾		F	1,230 ⁽⁴⁾	\$ 21.04 ⁽⁵⁾	83,114	D
Common Stock	04/02/2015 ⁽³⁾		F	994 ⁽⁶⁾	\$ 21.04	82,119	D

Common Stock	04/02/2015 ⁽³⁾	F	879 ⁽⁷⁾	D	<u>(5)</u> \$ 21.04	81,240	D
Common Stock	04/02/2015 ⁽³⁾	F	4,206 ⁽⁸⁾	D	<u>(5)</u> \$ 21.04	77,034	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 19.67	03/25/2015		A	21,055	04/01/2016 ⁽⁹⁾	03/25/2025 ⁽¹⁰⁾	Common Stock			2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE WILLIAM III C/O COMFORT SYSTEMS USA, INC. 675 BERING DRIVE, SUITE 400 HOUSTON, TX 77057			Chief Financial Officer	

Signatures

/s/ Trent T. McKenna, by power of attorney
04/02/2015

**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 25, 2015 represents a right to receive one share of common stock and will vest in equal installments over a three-year vesting schedule.
- (2) Reflects dollar-denominated performance restricted stock units granted on March 26, 2012 that vested on April 1, 2015. These units vested as a result of the Company's 2012-2014 relative Total Shareholder Return and 2012-2014 Company average EPS-the applicable performance metrics.
- (3) Forfeited shares are related to dollar-denominated performance restricted stock units and restricted stock units that vested on April 1, 2015 and were priced based on the average of the high and low stock price on April 1, 2015. Forfeitures were processed on April 2, 2015.
- (4) Reflects forfeited shares related to the third and final vesting of restricted stock units granted on March 26, 2012.
- (5) Price is based on the average of the high and low stock price on April 1, 2015.
- (6) Reflects forfeited shares related to the second vesting of restricted stock units granted on March 20, 2013.
- (7) Reflects forfeited shares related to the first vesting of restricted stock units granted on March 19, 2014.
- (8) Reflects forfeited shares related to the vesting of dollar-denominated performance restricted stock units granted on March 26, 2012.
- (9) Stock options vest in equal installments over a three-year vesting schedule.
- (10) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.