

Asbjornson Scott M
 Form 4
 September 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Asbjornson Scott M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3723 HOLLY TRAIL

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President, Finance & CFO

(Street)
 LONGVIEW, TX 75605

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.004	08/31/2012	08/31/2012	M		4,500	A	\$ 7.21
Common Stock, par value \$.004	08/31/2012	08/31/2012	M		22,500	A	\$ 12.29
Common Stock, par value \$.004	08/31/2012	08/31/2012	M		3,600	A	\$ 11.31
Common Stock, par	08/31/2012	08/31/2012	M		4,500	A	\$ 10.21

Edgar Filing: Asbjornson Scott M - Form 4

value \$.004

Common Stock, par value \$.004	08/31/2012	08/31/2012	M	6,000	A	\$ 15.51	656,187	D
--------------------------------------	------------	------------	---	-------	---	-------------	---------	---

Common Stock, par value \$.004	08/31/2012	08/31/2012	S	41,100	D	\$ 18.4	615,087 ⁽¹⁾	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.

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	\$ 15.51	08/31/2012	08/31/2012	M	6,000	05/25/2011 05/25/2020	Common Stock	15,000	

Buy)

Stock

Option \$ 19.47
(Right to Buy)

05/15/2013 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. 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.