

Wakefield Stephen E  
Form 4  
March 12, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wakefield Stephen E

(Last) (First) (Middle)

2425 SOUTH YUKON

(Street)

TULSA, OK 74107

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2019

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)

VP, Engineering

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.004  | 03/11/2019                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>4,000<br>\$ 0                         | 7,996                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$.004  |                                         |                                                             |                                         |                                                                            | 4,426                                                                                                              | I                                                                    | 401(k)<br>Plan                                                    |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 625                                                                                                                | I                                                                    | By Spouse                                                         |

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**

SEC 1474  
(9-02)

required to respond unless the form  
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 22.76                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 12/18/2016                                                          | 12/18/2025         | Common<br>Stock                    | 3,064                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 26.47                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 08/01/2017                                                          | 08/01/2026         | Common<br>Stock                    | 1,415                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 32.8                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 11/18/2017                                                          | 11/18/2026         | Common<br>Stock                    | 2,400                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 36.95                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 01/02/2019                                                          | 01/02/2028         | Common<br>Stock                    | 22,200                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 41.37                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 03/11/2020                                                          | 03/11/2029         | Common<br>Stock                    | 91,000<br><u>(1)</u>                |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |                    |       |
|-----------------------------------------|---------------|-----------|--------------------|-------|
|                                         | Director      | 10% Owner | Officer            | Other |
| Wakefield Stephen E<br>2425 SOUTH YUKON |               |           | VP,<br>Engineering |       |

TULSA, OK 74107

## Signatures

Stephen E  
Wakefield

03/12/2019

\_\_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) Equity award granted under the Issuer's 2016 Long-Term Incentive Plan, vesting ratably on each of the first five anniversaries of the date of the grant.

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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