

ASBJORNSON NORMAN H
 Form 4
 May 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 NORMAN H

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)
 AAON INC, 2425 SOUTH YUKON
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2018

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

TULSA, OK 74107

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 Ownership: Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Common Stock, par value \$.004 | 05/15/2018 | | F | | 1,424 D \$ 29.5 | | 9,130,225 D |
| Common Stock, par value \$.004 | 05/16/2018 | | P | | 8,000 A \$ 29.669 | | 9,138,225 D |
| Common Stock, par value \$.004 | 05/15/2018 | | A | | 5,062 (1) A \$ 0 | | 9,143,287 D |

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| | | | |
|---------------------------------|---------|---|--------------------|
| Common Stock, par value \$0.004 | 154,000 | I | Private Foundation |
| Common Stock, par value \$0.004 | 554,108 | I | Trustee of trusts |
| Common Stock, par value \$0.004 | 6,479 | I | 401(k) Plan |

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) | 8. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 34.4 | | | | | 02/22/2018 | 02/22/2027 | Common Stock | 35,870 |
| Stock Option (Right to Buy) | \$ 23.57 | | | | | 02/26/2016 | 02/26/2025 | Common Stock | 38,320 |
| Stock Option (Right to Buy) | \$ 36.95 | | | | | 01/02/2019 | 01/02/2028 | Common Stock | 115,700 |
| | \$ 20.92 | | | | | 01/26/2017 | 01/26/2026 | | 34,990 |

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ASBJORNSON NORMAN H AAON INC 2425 SOUTH YUKON TULSA, OK 74107 | X | X | CEO | |

Signatures

Norman H.
Asbjornson 05/16/2018

**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).
- (1) Restricted Stock Grant, vesting ratably over three 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.