

Knebel David E
 Form 4
 December 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Knebel David E

(Last) (First) (Middle)

2425 SOUTH YUKON AVENUE

(Street)

TULSA, OK 74107-2728

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. Vice President, Sales & Tech

6. Individual or Joint/Group Filing (Check Applicable Line)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.004	12/03/2012	12/03/2012	M		22,500	A	\$ 12.29
Common Stock, par value \$.004	12/03/2012	12/03/2012	S		22,500	D	\$ 21.35
Common Stock, par value \$.004							4,471
						I	401(k) Plan

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.29	12/03/2012	12/03/2012	M	22,500	05/08/2007	05/08/2016	Common Stock	22,500
Stock Option (Right to Buy)	\$ 11.31					03/10/2009	03/10/2018	Common Stock	4,500
Stock Option (Right to Buy)	\$ 10.23					10/17/2009	10/17/2018	Common Stock	15,000
Stock Option (Right to Buy)	\$ 10.21					03/09/2010	03/09/2019	Common Stock	7,500
Stock Option (Right to Buy)	\$ 15.51					05/25/2011	05/25/2020	Common Stock	15,000
Stock Option (Right to Buy)	\$ 1,947					05/15/2013	05/15/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Knebel David E
2425 SOUTH YUKON AVENUE
TULSA, OK 74107-2728

Sr.Vice President,Sales & Tech

Signatures

David E. Knebel 12/04/2012

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).

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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