

AAON INC
Form 4
May 13, 2008

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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(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)
05/12/2008

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)

Vice President, Sales & Techno

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 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)
Common Stock, par value \$.004	05/12/2008	05/12/2008	M	200 A \$ 6.65	1,700	D	
Common Stock, par value \$.004	05/12/2008	05/12/2008	M	400 A \$ 6.65	2,100	D	
Common Stock, par value \$.004	05/13/2008	05/13/2008	M	16,900 A \$ 6.65	19,000	D	
Common Stock, par	05/12/2008	05/12/2008	S	200 D \$ 20.4	18,800	D	

value \$.004

Common Stock, par value \$.004	05/12/2008	05/12/2008	S	400	D	\$ 20.12	18,400	D
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Common Stock, par value \$.004	05/13/2008	05/13/2005	S	16,900	D	\$ 20.2	1,500 <u>(1)</u>	D
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Common Stock, par value \$.004	05/12/2008	05/12/2008	J	177	A	\$ 0	2,203 <u>(2)</u>	I	401(k) Plan
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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)		8. Pr Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 6.65					05/31/2002	05/31/2011	Common Stock	30,000	
Stock Option	\$ 9.68					02/21/2004	02/21/2013	Common Stock	22,500	
Common Stock	\$ 10.82					04/06/2006	04/06/2015	Common Stock	7,500	
Stock Option	\$ 18.43					05/08/2007	05/08/2016	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

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

Vice President, Sales & Techno

Signatures

David E. Knebel 05/13/2008

 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) Restricted Stock Grant

(2) Shares allocated under Company's 401(k) Plan since last reported.

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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