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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2 – Exit Filing)*

WATSCO, INC.
(Name of issuer)

Common Stock, \$0.50 par value
(Title of Class of Securities)

942622200
(CUSIP Number)

February 28, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

United Technologies Corporation

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

6. Shared Voting Power

94,784

7. Sole Dispositive Power

0

8. Shared Dispositive Power

94,784

9. Aggregate Amount Beneficially Owned by Each Reporting Person

94,784

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%¹

12. Type of Reporting Person

CO

¹ The denominator for this calculation is based on 30,456,903 shares of Common stock, \$0.50 par value, of Watsco, Inc. (the "Common Stock") and reflects (i) 30,362,119 shares of Common Stock (excluding 6,332,650 treasury shares) outstanding as of February 17, 2017 (as reported by Watsco, Inc. in its Annual Report on Form 10-K); and (ii) 94,784 shares of Common Stock underlying Watsco, Inc.'s Class B common stock, \$0.50 par value (the "Class B Common Stock"), issued to Carrier Corporation ("Carrier Corporation"), a wholly-owned subsidiary of United Technologies Corporation, on July 1, 2009.

1. Names of Reporting Persons.

Carrier Corporation

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

Number of
Shares

6. Shared Voting Power

Beneficially
Owned by

94,784

Each
Reporting

7. Sole Dispositive Power

Person

0

With:

8. Shared Dispositive Power

94,784

9. Aggregate Amount Beneficially Owned by Each Reporting Person

94,784

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%²

12. Type of Reporting Person

CO

² The denominator for this calculation is based on 30,456,903 shares of Common Stock and reflects (i) 30,362,119 shares of Common Stock (excluding 6,332,650 treasury shares) outstanding as of February 17, 2017 (as reported by Watsco, Inc. in its Annual Report on Form 10-K); and (ii) 94,784 shares of Common Stock underlying the Class B Common Stock issued to Carrier Corporation on July 1, 2009.

- Item 1 (a) Name of Issuer:**
Watsco, Inc. (the "Issuer").
- Item 1 (b) Address of Issuer's Principal Executive Offices:**
2665 South Bayshore Drive, Suite 901
Miami, Florida 33133
- Item 2 (a) Name of Person Filing:**
This Amendment to the Statement on Schedule 13G is filed on behalf of United Technologies Corporation and its wholly-owned subsidiary, Carrier Corporation (collectively, the "Reporting Persons").
- Item 2 (b) Address or principal business office or, if none, residence:**
The address of the principal business office of United Technologies Corporation is 10 Farm Springs Road, Farmington, Connecticut, 06032. The address of the principal business office of Carrier Corporation is 17900 Beeline Highway, Jupiter, Florida 33478.
- Item 2 (c) Citizenship:**
(i) United Technologies Corporation is a Delaware corporation.
(ii) Carrier Corporation is a Delaware corporation.
- Item 2 (d) Title of Class of Securities:**
Common stock, \$0.50 par value (the "Common Stock")
- Item 2 (e) CUSIP Number:**
942622200
- Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
This Item 3 is not applicable.
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Item 4 Ownership

Item 4 (a) Amount Beneficially Owned:

As of date shown on the cover of this filing, United Technologies Corporation is deemed to be the beneficial owner of 94,784 shares of Common Stock. All 94,784 of these shares of Common Stock represent the shares of Common Stock into which the Issuer's Class B common stock, \$0.50 par value (the "Class B Common Stock"), that is held by Carrier Corporation, which is a wholly-owned subsidiary of United Technologies Corporation ("Carrier Corporation"), are convertible at the election of the holder, at any time, at a rate of one share of Common Stock for each share of Class B Common Stock surrendered for conversion.

Item 4 (b) Percent of Class:

As of the date shown on the cover of this filing, each of United Technologies Corporation and Carrier Corporation may be deemed to beneficially own 0.3% of the Issuer's outstanding Common Stock, based on 30,456,903 shares of Common Stock, reflecting (i) 30,362,119 shares of Common Stock (excluding 6,332,650 treasury shares) outstanding as of February 17, 2017 (as reported by the Issuer in its Annual Report on Form 10-K); and (ii) 94,784 shares of Common Stock underlying the Class B Common Stock issued to Carrier Corporation on July 1, 2009.

Item 4 (c)

Number of shares as to which each of United Technologies Corporation and Carrier Corporation has:

- (i) Sole power to vote or to direct the vote
0
- (ii) Shared power to vote or to direct the vote
94,784
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
94,784

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Exhibit 99.2.

Item 8 Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9 Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10 Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 28, 2017

UNITED TECHNOLOGIES CORPORATION

/s/ Ariel R. David

Name: Ariel R. David

Title: Vice President, Associate General Counsel &
Assistant Secretary

Date: February 28, 2017

CARRIER CORPORATION

/s/ Sean Moylan

Name: Sean Moylan

Title: Authorized Representative

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Joint Filing Agreement, dated July 7, 2009 (incorporated by reference to Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons on July 7, 2009).
99.2	Item 7 Information.

ITEM 7 INFORMATION

United Technologies Corporation is reporting on this Schedule 13G/A securities held through its wholly-owned subsidiary, Carrier Corporation. Carrier Corporation beneficially owns 94,784 shares of the Issuer's Common Stock, all of which shares represent the shares of Common Stock into which the Issuer's Class B Common Stock that is held by Carrier Corporation is convertible at the election of the holder, at any time, at a rate of one share of Common Stock for each share of Class B Common Stock surrendered for conversion.