

COMFORT SYSTEMS USA INC

Form 4

March 10, 2017

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 *
Shaeff Julie

2. Issuer Name **and** Ticker or Trading
Symbol
COMFORT SYSTEMS USA INC
[FIX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2017

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Accounting Officer

C/O COMFORT SYSTEMS USA,
INC., 675 BERING DR. SUITE 400

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HOUSTON, TX 77057

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/08/2017		A		1,726 (1)	A	\$ 0 33,613 D
Common Stock	03/08/2017		A		3,045 (2)	A	\$ 0 36,658 D
Common Stock	03/08/2017		F		1,174 (3)	D	\$ 36.25 35,484 D

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 36.25	03/08/2017		A	5,393	04/01/2018 ⁽⁴⁾ 03/08/2027 ⁽⁵⁾	Common Stock 5,393

Reporting Owners

Reporting Owner Name / Address	Relationships
Shaeff Julie C/O COMFORT SYSTEMS USA, INC. 675 BERING DR. SUITE 400 HOUSTON, TX 77057	Director 10% Owner Officer Other Chief Accounting Officer

Signatures

/s/ Trent T. McKenna, by power of attorney 03/10/2017

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) Each restricted stock unit granted on March 8, 2017 represents a right to receive one share of common stock and will vest in equal installments over a three-year vesting schedule.
- (2) Reflects dollar-denominated performance restricted stock units granted on March 19, 2014 that vested on March 8, 2017. These units vested as a result of the Company's 2014-2016 relative Total Shareholder Return and 2014-2016 Company average EPS - the applicable performance measures.
- (3) Forfeited shares are related to dollar-denominated performance restricted stock units that vested on March 8, 2017 and were priced based on the closing price of the Company's common stock on March 8, 2017.

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(4) Stock options vest in equal installments over a three-year vesting schedule.

(5) Stock options will expire at the earlier of ten years from the date of grant or three months following termination of employment.

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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