SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL												
OMB Number:			3235-0287									

Estimated average burden		
hours per response:		0.5

1. Name and Addre	ss of Reporting Pers IES F	on*	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP</u> [AOS]		ationship of Reporting Pe k all applicable) Director	rson(s) to Issuer 10% Owner
(Last) A. O. SMITH C 11270 WEST P/		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2017	Ansaction (Month/Day/Year) X Officer (give title below) Exec VP, General Co		
(Street) MILWAUKEE (City)	WI (State)	53224 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Transaction(s) (Instr. 3 and 4)		(1150.4)		
11/14/2017		G		5,126	D	\$0 ⁽¹⁾	146,257	D			
11/28/2017		М		19,900	A	\$23.235	166,157	D			
11/28/2017		F		7,477	D	\$61.84	158,680	D			
11/29/2017		S		12,423	D	\$62.2772	146,437	D			
	Date (Month/Day/Year) 11/14/2017 11/28/2017 11/28/2017	Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)11/14/201711/28/201711/28/201711/28/201711/28/201711/28/2017	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transa Code (8) 11/14/2017 Code G 11/28/2017 M M 11/28/2017 F F	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Trans-tion Code (Instr. 11/14/2017 Code V 11/28/2017 M M 11/28/2017 F I	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code Disposed Of 11/14/2017 Code V Amount 11/28/2017 G M 5,126 11/28/2017 M F 19,900 11/28/2017 F F 7,477	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (N Disposed Of (Notesting Code N Disposed Of (Notesting Code N Disposed Of (Notesting N 11/14/2017 G V Amount Solution (A) (A) (A) (A) (A) (A) (A) (A) (A) (A)	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instribution Solution (Instribution) Disposed OF (J (Instribution)) 11/14/2017 Code V Amount (A) or (D) Price 11/128/2017 G G S 5,1260 D \$\$0^{(1)}\$ 11/28/2017 G M I 19,900 A \$\$23.235 11/28/2017 G F I 7,477 D \$\$61.84	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (N Disposed Of (D) (Inst. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Inst. 3 and 4) 11/14/2017 G V Amount (A) or (D) Price H46,257 11/28/2017 G M 19,900 A \$23.235 1166,157 11/28/2017 F F V 7,477 D \$61.84 158,680	$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, cans, 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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$23.235	11/28/2017		М			19,900	(2)	02/10/2024	Common Stock	19,900	\$0	59,480	D	

Explanation of Responses:

1. Gift

2. The employee stock options were granted on 02/10/2014 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 02/10/2015.

Remarks:

Wendy L. Grant, Attorney-in-Fact for James F. Stern

11/29/2017

** Signature of Reporting Person Date

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

* 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.

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 Number.