

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person * <u>KITA JOHN J</u> <hr/> (Last) (First) (Middle) <u>A. O. SMITH CORPORATION</u> <u>11270 WEST PARK PLACE</u> <hr/> (Street) <u>MILWAUKEE WI 53224</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP [AOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2015</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/13/2015		M		9,400 ⁽¹⁾	A	\$62.775	49,067	D	
Common Stock	02/13/2015		M		8,200	A	\$21.558	57,267	D	
Common Stock	02/13/2015		M		24,000	A	\$22.058	81,267	D	
Common Stock	02/13/2015		F		21,277	D	\$62.775	59,990	D	
Common Stock	02/17/2015		S		10,923	D	\$62.126	49,067	D	
Common Stock	02/18/2015		S		4,709 ⁽²⁾	D	\$62.2122	44,358	D	

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 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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$62.775	02/13/2015		M		9,400	(1)	(1)	Common Stock	9,400	\$0 ⁽¹⁾	15,815	D	
Employee Stock Options (Right to Buy)	\$21.558	02/13/2015		M		8,200	(3)	02/07/2021	Common Stock	8,200	\$0	97,615	D	
Employee Stock Options (Right to Buy)	\$22.058	02/13/2015		M		24,000	(4)	05/01/2021	Common Stock	24,000	\$0	73,615	D	

Explanation of Responses:

- 9,400 Restricted Stock Units were granted on 02/13/2012, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 9,400 Restricted Stock Units vested on 02/13/2015. As of result of vesting, the Company is obligated to deliver 9,400 shares of Common Stock to the reporting person.
- The reporting person sold these shares to obtain funds to pay the withholding taxes due as a result of the vesting of the restricted stock units described in footnote (1).
- The employee stock options were granted on 02/07/2011 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 02/07/2012.
- The employee stock options were granted on 05/01/2011 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 05/01/2012.

Remarks:

James F. Stern, Attorney-in-Fact for John J. Kita

02/18/2015

** 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.

