

**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
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1. Name and Address of Reporting Person* <u>Heideman Robert J</u>  (Last) (First) (Middle) <u>A. O. SMITH CORPORATE TECHNOLOGY CENTER</u> <u>12100 WEST PARK PLACE</u>  (Street) <u>MILWAUKEE WI 53224</u>  (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>Senior VP, CTO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/06/2018		G		14,296	D	\$0 <sup>(1)</sup>	14,276	D		
Common Stock	11/16/2018		G		687	D	\$0 <sup>(1)</sup>	13,589	D		
Common Stock	02/08/2019		A		4,530 <sup>(3)</sup>	A	\$48.72	18,125 <sup>(2)</sup>	D		
Common Stock	02/08/2019		F		2,213	D	\$48.72	15,912	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	\$48.72	02/08/2019		M			4,530	(3)	(3)	Common Stock	4,530	\$0	5,290	D
Restricted Stock Units	\$49.42	02/11/2019		A		3,040		(4)	(4)	Common Stock	3,040	\$0	8,330	D
Stock Options (Right to Buy)	\$49.42	02/11/2019		A		13,865		(5)	02/11/2029	Common Stock	13,865	\$0	37,379	D

**Explanation of Responses:**

- Gift
- Mr. Heideman is a participant in the A. O. Smith Dividend Reinvestment Plan ("Plan") and receives a quarterly dividend pursuant to the Plan. The total amount of dividends received was 6 shares of Common Stock.
- 4,530 Restricted Stock Units were granted on 02/08/2016, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 4,530 Restricted Stock Units vested on 02/08/2019. As a result of vesting, the Company is obligated to deliver 4,530 shares of Common Stock to the reporting person.
- The restricted stock units were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/11/2022.
- The employee stock options were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/11/2020.

**Remarks:**

James F. Stern, Attorney-in-Fact 02/12/2019  
for Robert J. Heideman

\*\* 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.