SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| 1. Name and Address of Reporting Person[*]

 JONES PAUL W

 (Last)　　　(First)　　　(Middle)

 A. O. SMITH CORPORATION

 11270 WEST PARK PLACE

 (Street)

 MILWAUKEE　　WI　　　53224

 (City)　　　(State)　　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 SMITH A O CORP [AOS]

 3. Date of Earliest Transaction (Month/Day/Year)
 07/26/2013

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director　　　X 10% Owner
 X Officer (give title below)　　Other (specify below)

 Executive Chairman

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X Form filed by One Reporting Person
　　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	07/26/2013		S		40,000	D	$40.842	293,740[(1)]	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	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	$0							[(2)]	[(2)]	Common Stock	0		320,200[(2)]	D	
Restricted Stock Units	$0							[(3)]	[(3)]	Common Stock	0		117,600[(3)]	D	

Explanation of Responses:

1. On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 166,870 additional shares of Common Stock.

2. On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 160,100 additional Employee Stock Options.

3. On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 58,800 additional Restricted Stock Units.

Remarks:

| James F. Stern, Attorney-in-Fact for Paul W. Jones | 07/29/2013 |
| ** 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.