FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL								
CLUD	OMB Number:	3235-							

hours per response:

0.5

	OIVIB APPROVAL		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287	
	Estimated average burd	len	

(Instr. 3 and 4)

2.898

1,498

D

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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

1. Name and Address Gurholt Hele		2. Issuer Name and T SMITH A O C				(Check	tionship of Reporting Person(s) to Issuer t all applicable) Director 10% Owner Officer (give title Other (specify							
(Last) A. O. SMITH CO 11270 WEST PA	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2021						X	vice President and Controller)``				
,				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable				
(Street) MILWAUKEE (City)	WI (State)	53224 (Zip)								Line) X	Form filed by One Form filed by Mor Person			
	T	able I - I	Non-Derivat	ive Securities A	cquire	ed, D	isposed o	f, or E	enef	icially (Owned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Y				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Amount (A) or Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(D)

Α

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\$20.08

\$71.3086(1)

1,400

1,400

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1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercist 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)	\$20.08	05/04/2021		М			1,400	(2)	07/22/2023	Common Stock	1,400	\$0	18,460	D	

Explanation of Responses:

Common Stock

Common Stock

1. The price in Column 4 is a weighted average price. The prices actually received ranged from \$71.27 to \$71.35. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported on this Form 4 utilizing an average weighted price.

2. The employee stock options were granted on 07/22/2013 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 07/22/2014.

> James F. Stern, Attorney-in-Fact for Helen E. Gurholt

05/05/2021

** 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).

05/04/2021

05/04/2021

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.