

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>SMITH MARK D</u> (Last) (First) (Middle) <u>A. O. SMITH CORPORATION</u> <u>11270 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/13/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	04/13/2017		A		2,509 ⁽¹⁾	A	\$49.83	112,209 ⁽²⁾	D	
Common Stock								29,500 ⁽³⁾	I	In trust ⁽⁴⁾
Common Stock								8,956 ⁽⁵⁾	I	Held by spouse

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					
Class A Common Stock	\$0 ⁽⁶⁾							(7)	(8)	Common Stock	0	235,376 ⁽⁹⁾	I	In trust ⁽⁴⁾
Class A Common Stock	\$0 ⁽⁶⁾							(7)	(8)	Common Stock	0	3,676 ⁽¹⁰⁾	I	Held by spouse

Explanation of Responses:

- Payment of retainer in stock under the A. O. Smith Corporation directors' compensation program based on the average of the high and low price of Common Stock on April 13, 2016.
- On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 54,850 additional shares of Common Stock.
- On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 14,750 additional shares of Common Stock.
- The reporting person beneficially owns the shares as settlor of a revocable family trust.
- Held by spouse. On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for-1, resulting in his spouse's ownership of 4,478 additional shares of Common Stock.
- 1 for 1
- Convertible at any time to Common Stock.
- None.
- On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 117,688 additional shares of Class A Common Stock.
- Held by spouse. On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for-1, resulting in his spouse's ownership of 1,838 additional shares of Class A Common Stock.

Remarks:

James F. Stern, Attorney-in-Fact for Mark D. Smith 04/17/2017
 ** 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.