| SEC Form 4 | |
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Common Stock

Common Stock

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

15.892

2,400

D⁽²⁾

I

In trust⁽³⁾

| OMB Number: | 3235-0287 |
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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).

FORM 4

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* | | | | 2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS] | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---------------|----------------|---------------------------------|---|---|---|---|----------------------|---|---|---|---------------|------------|--|--|
| <u>SMITH BRUCE M</u> | | | | <u>SWITTEA O COILE</u> [AUS] | | | | | | | Director | 10% C | Owner | | |
| (Last) A. O. SMITH CO 11270 WEST PA | | (Middle) | | 3. Date of Earliest Transaction (Month/Day/Year) 07/12/2021 | | | | | | Officer (give title below) | Other below) | (specify) | | | |
| (Street) MILWAUKEE (City) | WI (State) | 53224 (Zip) | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line X Form filed by One Reporting Person Form filed by More than One Reporting Persor | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | |
| Date | | | 2. Transac Date (Month/Da | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar B) | | A) or 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock 07/12 | | | | | | A | | 142(1) | A | \$70.855 | 142 | 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 | 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 | 10. Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|---|---|--|-----------------------|--|--------------------|---|--|---|---|--|---|
| | Security | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Following Reported Transaction(s) Number of Shares (I) (Ins | | (I) (Instr. 4) | | |
| Restricted Stock Units | \$0 | | | | | | | (4) | (4) | Common | 0 | | 119,308 ⁽⁵⁾ | D | |
| Class A Common Stock | \$0 ⁽⁶⁾ | 06/04/2021 | | G | | | 60,172 ⁽⁷⁾ | (8) | (9) | Common Stock | 60,172 | \$0 | 108,938 | I | Gift from revocable family trust to spouse of reporting person. |
| Class A Common Stock | \$0 ⁽⁶⁾ | 06/04/2021 | | G | | 60,172 ⁽⁷⁾ | | (8) | (9) | Common Stock | 60,172 | \$0 | 60,172 | I | Owned by spouse of reporting person |
| Class A Common Stock | \$0 ⁽⁶⁾ | 06/04/2021 | | G | | | 60,172 ⁽⁶⁾ | (8) | (9) | Common Stock | 60,172 | \$0 | 0 | I | Owned by spouse of reporting person |

Explanation of Responses:

1. 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 July 12, 2021.

2. Shares deferred under the A. O. Smith Nonqualified Deferred Compensation Plan.

3. The reporting person beneficially owns these shares as settlor of a revocable family trust.

4. The Plan permits the participant to defer receipt of the award, and Mr. Smith has made a deferral.

5. The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualified Deferred Compensation Plan. The total amount of dividends received was 433 units of Restricted Stock Units.

6. Gift

7. Gift from revocable family trust to spouse of reporting person.

8. Convertible at any time into Common Stock.

9. None.

Remarks:

James F. Stern, Attorney-in-Fact for Bruce M. Smith 07/14/2021

** 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).

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.