

SMITH A O CORP  
Form 4  
February 13, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)  
02/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 02/10/2017                           |  | M                              |   | 43,000<br>(1)   | A  | \$ 49.86 377,956 (2) D                     |
| Common Stock                    | 02/10/2017                           |  | F                              |   | 18,355  | D  | \$ 49.86 359,601 D                         |
| Common Stock                    | 02/10/2017                           |  | M                              |   | 120,900   | A  | \$ 23.235 480,501 D                        |
| Common Stock                    | 02/10/2017                           |  | S                              |   | 120,900   | D  | \$ 49.8111 359,601 D                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Restricted Stock Units                     | \$ 49.86   | 02/10/2017                           |  | M                              | 43,000  | <u>(1)</u>   | <u>(1)</u>  | Common Stock | 43,000               |
| Employee Stock Options (Rigly to Buy)      | \$ 23.235  | 02/10/2017                           |  | M                              | 120,900   | <u>(4)</u>   | 02/10/2024  | Common Stock | 120,900              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JONES PAUL W<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 | X             |           |         |       |

## Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones 02/13/2017

        \*\*Signature of Reporting Person

        Date

## Explanation of Responses:

- \* 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).
- (1) 43,000 Restricted Stock Units were granted on 02/10/2014, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 43,000 Restricted Stock Units vested on 02/10/2017. As a result of vesting, the Company is obligated to deliver 43,000 shares of Common Stock to the reporting person.
- (2) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 189,723 additional shares of Common Stock.

## Edgar Filing: SMITH A O CORP - Form 4

- (3) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 21,500 additional Restricted Stock Units.
- (4) The employee stock options were granted on 02/10/2014, 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 02/10/2015.
- (5) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 60,450 additional Employee Stock Options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.