

Wheeler Kevin J.
Form 4
December 06, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wheeler Kevin J.

(Last) (First) (Middle)

A. O. SMITH CORPORATION, 500
TENNESSEE WALTZ PARKWAY

(Street)

ASHLAND CITY, TN 37015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SMITH A O CORP [AOS]

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

12/05/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and COO

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	12/05/2017		M		14,000	A	\$ 11.493	30,748	D
Common Stock	12/05/2017		M		16,000	A	\$ 17.462	46,748	D
Common Stock	12/05/2017		F		16,707	D	\$ 62.01	30,041	D
Common Stock	12/06/2017		S		13,293	D	\$ 61.4914	16,748	D

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

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(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 or Number of Shares
Employee Stock Options (Right to Buy)	\$ 11.493	12/05/2017		M	14,000	<u>(1)</u> 02/13/2022	Common 14,000
Employee Stock Options (Right to Buy)	\$ 17.462	12/05/2017		M	16,000	<u>(2)</u> 02/11/2023	Common 16,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wheeler Kevin J. A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015	President and COO

Signatures

James F. Stern, Attorney-in-Fact for Kevin J. Wheeler 12/06/2017

__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)

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The employee stock options were granted on 02/13/2012 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 02/13/2013.

- (2) The employee stock options were granted on 02/11/2013 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 02/11/2014.

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

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