

Warren David R  
Form 4  
February 13, 2018

# 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Warren David R

(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)

02/09/2018

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)

Senior VP & President and GM

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 Ownership (Instr. 4)
Common Stock	02/09/2018		M	1,460 A	\$ 60.11 4,193	D	
Common Stock	02/09/2018		F	652 D	\$ 60.11 3,541 <sup>(2)</sup>	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  
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SEC 1474  
(9-02)

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**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
Restricted Stock Units	\$ 60.11	02/09/2018		M	1,460	(1) (1)	Common Stock 1,460
Restricted Stock Units	\$ 61.76	02/12/2018		A	1,925	(3) (3)	Common Stock 1,925
Employee Stock Options (Right to Buy)	\$ 61.76	02/12/2018		A	7,995	(4) 02/12/2028	Common Stock 7,995

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warren David R A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			Senior VP & President and GM	

## Signatures

James F. Stern, Attorney-in-Fact for David R. Warren  
02/13/2018

\_\_\_\_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) 1,460 Restricted Stock Units were granted on 02/09/2015, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 1,460 Restricted Stock Units vested on 02/09/2018. As a result of vesting, the Company is obligated to deliver 1,460 shares of Common Stock to the reporting person.
- (2) Mr. Warren was a participant in the A. O. Smith Dividend Reinvestment Plan ("Plan") and received a quarterly dividend pursuant to the Plan. The total amount of dividends received was 3 shares of Common Stock.

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- (3) The restricted stock units were granted on 02/12/2018 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/12/2021.
- (4) The employee stock options were granted on 02/12/2018 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/12/2019.

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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