

Heideman Robert J  
Form 4  
February 14, 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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Heideman Robert J

(Last) (First) (Middle)

A. O. SMITH CORPORATE  
TECHNOLOGY CENTER, 12100  
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)

02/13/2018

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 \_\_\_\_ Other (specify  
below) below)

Senior VP-Chief Tech. Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/13/2018                              |                                                             | M                                    | 5,533                                                                   | A \$ 30.76                                                                                                         | 34,099                                                                  | D                                       |
| Common<br>Stock                       | 02/13/2018                              |                                                             | M                                    | 6,073                                                                   | A \$ 31.67                                                                                                         | 40,172                                                                  | D                                       |
| Common<br>Stock                       | 02/13/2018                              |                                                             | S                                    | 11,606                                                                  | D \$ 61.7394                                                                                                       | 28,566                                                                  | 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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(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Options (Right to Buy)      | \$ 30.76                                               | 02/13/2018                           |                                                    | M                              | 5,533                                                                                   | (2) 02/09/2025                                           | Common Stock                                                  | 5,533                         |
| Employee Stock Options                     | \$ 31.67                                               | 02/13/2018                           |                                                    | M                              | 6,073                                                                                   | (3) 02/08/2026                                           | Common Stock                                                  | 6,073                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                                                         |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Heideman Robert J<br>A. O. SMITH CORPORATE TECHNOLOGY CENTER<br>12100 WEST PARK PLACE<br>MILWAUKEE, WI 53224 | Director 10% Owner Officer Other<br><br>Senior VP-Chief Tech. Officer |

## Signatures

James F. Stern, Attorney-in-Fact for Robert J. Heideman 02/14/2018

\_\_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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$61.42 to \$62.09. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the

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number of shares sold at each price within the range for all transactions reported on this Form 4 utilizing an average weighted price.

- (2) The employee stock options were granted on 02/09/2015, 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 02/09/2016.
- (3) The employee stock options were granted on 02/08/2016, 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 02/08/2017.

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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