

Dana Paul R
Form 4
February 12, 2019

FORM 4

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

OMB APPROVAL

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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).

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 *
Dana Paul 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)
02/08/2019

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)

SVP, Global Operations

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2019		A		2,080 (1)	A	\$ 48.72 5,891 D
Common Stock	02/08/2019		F		926	D	\$ 48.72 4,965 D
Common Stock	02/11/2019		M		2,266	A	\$ 17.462 7,231 D
Common Stock	02/11/2019		M		2,570	A	\$ 23.235 9,801 D
Common Stock	02/11/2019		S		4,836	D	\$ 49.5038 4,965 D

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 48.72	02/08/2019		M	2,080	(1) (1)	Common Stock	2,080
Restricted Stock Units	\$ 49.42	02/11/2019		A	2,005	(3) (3)	Common Stock	2,005
Employee Stock Options (Right to Buy)	\$ 49.42	02/11/2019		A	9,145	(4) 02/11/2029	Common Stock	9,145
Employee Stock Options (Right to Buy)	\$ 17.462	02/11/2019		M	2,266	(5) 02/11/2023	Common Stock	2,266
Employee Stock Options (Right to Buy)	\$ 23.235	02/11/2019		M	2,570	(6) 02/10/2024	Common stock	2,570

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP, Global Operations

Dana Paul R
A. O. SMITH CORPORATION
500 TENNESSEE WALTZ PARKWAY
ASHLAND CITY, TN 37015

Signatures

James F. Stern, Attorney-in-Fact for Paul R.

Dana

02/12/2019

__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) 2,080 Restricted Stock Units were granted on 02/08/2016, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 2,080 Restricted Stock Units vested on 02/08/2019. As a result of vesting, the Company is obligated to deliver 2,080 shares of Common Stock to the reporting person.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$49.46 to \$49.54. 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 number of shares sold at each price within the range for all transactions reported on this Form 4 utilizing an average weighted price.

(3) The restricted stock units were granted on 02/11/2019 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 02/11/2022.

(4) The employee stock options were granted on 02/11/2019 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 02/11/2020.

(5) 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.

(6) 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.

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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