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SMITH A O	CORP										
Form 4											
February 13,										PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer 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 I	Responses)										
Dana Paul R S			Symbol	Name and			ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Cnec								
			(Month/E 02/10/2	Day/Year) 2017				Director 10% Owner X Officer (give title Other (specify below) below) VP, Global Operations			
				ndment, Date Original hth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
FRANKLIN	N, TN 37064							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Da		on Date, if	1			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/10/2017			М	1,830	A	\$ 49.86	3,358 <u>(2)</u>	D		
Common Stock	02/10/2017			F	598	D	\$ 49.86	2,760	D		

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

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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. Transacti Code (Instr. 8)	onof De Secu Acqu (A) o Disp (D)	rities uired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 49.86	02/10/2017		М		1,830	<u>(1)</u>	<u>(1)</u>	Common Stock	1,830	\$
Employee Stock Options (Right to Buy)	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting officer runner runn of	Director	10% Owner	Officer	Other				
Dana Paul R APCOM 125 SOUTHEAST PARKWAY FRANKLIN, TN 37064			VP, Global Operations					
Signatures								
James F. Stern, Attorney-in-Fact	for Paul I	R.						

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

02/13/2017 Date

**Signature of Reporting Person

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).

1,830 Restricted Stock Units were granted on 02/10/2014, under the A. O. Smith Combined Incentive Compensation PLan, a transaction
(1) exempt under Rule 16b-3. 1,830 Restricted Stock Units vested on 02/10/2017. As a result of vesting, the Company is obligated to deliver 1,830 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 764 additional shares of Common Stock.
- (3) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 2,890 additional Restricted Stock Units.

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(4) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 11,243 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.