

# SMITH A O CORP

Reported by  
**WARREN DAVID R**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 07/17/17 for the Period Ending 07/16/17

Address	11270 WEST PARK PLACE MILWAUKEE, WI 53224
Telephone	4143594000
CIK	0000091142
Symbol	AOS
SIC Code	3630 - Household Appliances
Industry	Electrical Components & Equipment
Sector	Industrials
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Warren David R</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>7/16/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>SMITH A O CORP [AOS]</b>
(Last) (First) (Middle) <b>A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP &amp; President and GM /</b>	
(Street) <b>ASHLAND CITY, TN 37015</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>1235</b>	<b>D</b>	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Restricted Stock Units</b>	<a href="#">(1)</a>	<a href="#">(1)</a>	<b>Common Stock</b>	<b>3855</b>	<b>\$0</b>	<b>D</b>	
<b>Employee Stock Options (Right to Buy)</b>	<a href="#">(2)</a>	<a href="#">(2)</a>	<b>Common Stock</b>	<b>14671</b>	<b>\$0</b>	<b>D</b>	

#### Explanation of Responses:

- (1) Restricted Stock Units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,460 restricted stock units were granted on 02/09/2015; 1,420 restricted stock units were granted on 02/08/2016 and 975 restricted stock units were granted on 02/13/2017. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.
- (2) Employee Stock Options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,714 employee stock options were granted on 02/10/2014; 3,492 employee stock options were granted on 02/09/2015; 5,710 employee stock options were granted on 02/08/2016 and 3,755 employee stock options were granted on 02/13/2017. Employee Stock Options become exercisable in three annual installments of 1/3 of the award starting one year after the grant date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Warren David R A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY</b>			<b>Senior VP &amp; President and GM</b>	

## Signatures

James F. Stern, Attorney-in-Fact for David R. Warren7/17/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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