

SMITH A O CORP

Reported by
MARTINEAU PETER R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/01/17 for the Period Ending 10/31/17

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

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Martineau Peter R			SMITH A O CORP [AOS]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President - CIO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY			10/31/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ASHLAND CITY, TN 37015						<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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/31/2017		M		4400	A	\$11.493	17528	D	
Common Stock	10/31/2017		M		6800	A	\$17.462	24328	D	
Common Stock	10/31/2017		M		5140	A	\$23.235	29468	D	
Common Stock	10/31/2017		M		3493	A	\$30.765	32961	D	
Common Stock	10/31/2017		M		2434	A	\$31.67	35395	D	
Common Stock	10/31/2017		S		22267	D	\$59.3294	13128	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$11.493	10/31/2017		M		4400		(1)	2/13/2022	Common Stock	4400	\$0	29540	D	
Employee Stock Options (Right to Buy)	\$17.462	10/31/2017		M		6800		(2)	2/11/2023	Common Stock	6800	\$0	22740	D	
Employee Stock Options (Right to Buy)	\$23.235	10/31/2017		M		5140		(3)	2/10/2024	Common Stock	5140	\$0	17600	D	
Employee Stock Options (Right to Buy)	\$30.765	10/31/2017		M		3493		(4)	2/9/2025	Common Stock	3493	\$0	14107	D	
Employee Stock Options (Right to Buy)	\$31.67	10/31/2017		M		2434		(5)	2/8/2026	Common Stock	2434	\$0	11673	D	

Explanation of Responses:

- The employee stock options were granted on 02/13/2012 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 02/13/2013.
- 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 become exercisable in three annual installments of 1/3 of the award starting on 02/11/2014.
- The employee stock options were granted on 02/10/2014 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule

