

**SMITH A O CORP**  
Reported by  
**WHEELER KEVIN J.**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 05/05/17 for the Period Ending 05/04/17

|             |  |
|-------------|--|
| Address     | 11270 WEST PARK PLACE<br>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

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 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)   |  |  |
| <b>Wheeler Kevin J.</b>                                     |  |  | <b>SMITH A O CORP [ AOS ]</b>                     |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Senior VP &amp; President and GM</b> |  |  |
| (Last) (First) (Middle)                                     |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| <b>A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY</b> |  |  | <b>5/4/2017</b>                                   |  |  |   |  |  |
| (Street)  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>ASHLAND CITY, TN 37015</b>                               |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 5/4/2017       |                                   | M                         |   | 5600  | A          | \$6.983   | 22348   | D  |   |
| Common Stock                    | 5/4/2017       |                                   | M                         |   | 8000  | A          | \$10.779  | 30348   | D  |   |
| Common Stock                    | 5/4/2017       |                                   | S                         |   | 13600   | D          | \$54.3903 | 16748   | 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)    | \$6.983  | 5/4/2017       |                                   | M                         |   | 5600   |     | (1)                                     | 2/8/2020        | Common Stock  | 5600                       | \$0  | 113995   | D  |  |
| Employee Stock Options (Right to Buy)    | \$10.779   | 5/4/2017       |                                   | M                         |   | 8000   |     | (2)                                     | 2/7/2021        | Common Stcok  | 8000                       | \$0  | 105995   | D  |  |

### Explanation of Responses:

- The employee stock options were granted on 02/08/2010 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 02/08/2011.
- The employee stock options were granted on 02/07/2011 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 02/07/2012.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |   |       |
|--|---------------|-----------|---|-------|
|  | Director      | 10% Owner | Officer                                 | Other |
| <b>Wheeler Kevin J.<br/>A. O. SMITH CORPORATION<br/>500 TENNESSEE WALTZ PARKWAY<br/>ASHLAND CITY, TN 37015</b> |               |           | <b>Senior VP &amp; President and GM</b> |       |

### Signatures

James F. Stern, Attorney-in-Fact for Kevin J. Wheeler

5/5/2017

\*\*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 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).

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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