

SMITH A O CORP

Reported by
SMITH MARK D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/17/17 for the Period Ending 04/13/17

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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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 * SMITH MARK D (Last) (First) (Middle) A. O. SMITH CORPORATION, 11270 WEST PARK PLACE (Street) MILWAUKEE, WI 53224 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/13/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	4/13/2017		A		2509 (1)	A	\$49.83	112209 (2)	D	
Common Stock								29500 (3)	I	In trust (4)
Common Stock								8956 (5)	I	Held by spouse

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				
Class A Common Stock	\$0 (6)							(7)	(8)	Common Stock	0		235376 (9)	I	In trust (4)
Class A Common Stock	\$0 (6)							(7)	(8)	Common Stock	0		3676 (10)	I	Held by spouse

Explanation of Responses:

- (1) Payment of retainer in stock under the A. O. Smith Corporation directors' compensation program based on the average of the high and low price of Common Stock on April 13, 2016.
- (2) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 54,850 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 14,750 additional shares of Common Stock.
- (4) The reporting person beneficially owns the shares as settlor of a revocable family trust.
- (5) Held by spouse. On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in his spouse's ownership of 4,478 additional shares of Common Stock.
- (6) 1 for 1
- (7) Convertible at any time to Common Stock.
- (8) None.
- (9) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 117,688 additional shares of Class A Common Stock.
- (10) Held by spouse. On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in his spouse's ownership of 1,838 additional shares of Class A Common Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MARK D A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	X			

Signatures**James F. Stern, Attorney-in-Fact for Mark D. Smith****4/17/2017**

—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 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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