

SMITH A O CORP

Form 4

November 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lauber Charles T

(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]

3. Date of Earliest Transaction
(Month/Day/Year)

11/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, Strategy & Corporate Dev.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	11/09/2016		M		4,000	A	\$ 17.462	27,980 ⁽¹⁾	D
Common Stock	11/09/2016		M		4,800	A	\$ 23.235	32,780	D
Common Stock	11/09/2016		F		6,327	D	\$ 46.615	26,453	D
Common Stock	11/10/2016		S		2,473	D	\$ 48.1181	23,980	D

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

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(9-02)

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. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 17.462	11/09/2016		M		4,000		02/11/2014	02/11/2023	Common Stock	4,000
Employee Stock Options (Right to Buy)	\$ 23.235	11/09/2016		M		4,800		02/10/2015	02/10/2024	Common Stock	4,800
Restricted Stock Units	\$ 0							(4)	(4)	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lauber Charles T A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	SVP, Strategy & Corporate Dev.

Signatures

James F. Stern, Attorney-in-Fact for Charles T.
Lauber

11/14/2016

__Signature of Reporting Person

Date

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) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 11,990 additional shares of Common Stock.
- (2) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 15,360 additional Employee Stock Options.
- (3) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 3,370 additional Restricted Stock Units.
- (4) The restricted stock units become payable in Common Stock on the vesting date.

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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