

SMITH A O CORP
Form 5
February 08, 2017

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Rajendra Ajita G

(Last) (First) (Middle)

**A. O. SMITH
CORPORATION, 11270 WEST
PARK PLACE**

(Street)

2. Issuer Name and Ticker or Trading
Symbol
SMITH A O CORP [AOS]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

MILWAUKEE, WI 53224

☒ Form Filed by One Reporting Person
☐ 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. 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/12/2016	Â	G	234 D \$ 0 (1)	144,951	D	Â
Common Stock	12/09/2016	Â	G	3,000 D \$ 0 (1)	286,902 (2)	D	Â

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

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SEC 2270
(9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 0	Â	Â	Â	Â Â	Â (3) Â (3)	Common Stock	0
Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (4) Â (4)	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rajendra Ajita G A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Â	Â	Â Chairman and CEO	Â

Signatures

James F. Stern, Attorney-in-Fact for Ajita G. Rajendra 02/08/2017

__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) Gift

(2) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 144,951 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 428,620 additional Employee Stock Options.

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- (4) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 48,620 additional Restricted Stock Units.

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