Heideman Robert J Form 4 February 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Heideman Robert J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SMITH A O CORP [AOS]

(Check all applicable)

(First) A. O. SMITH CORPORATE

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/09/2018

Director 10% Owner Other (specify X_ Officer (give title

Senior VP, CTO

TECHNOLOGY CENTER, 12100 WEST PARK PLACE

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

MILWAUKEE, WI 53224

		Tubi	CI MON D	ciivative	becui	mes ricq	un eu, Disposeu o	i, or Deficient	ij Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(monte direct)		
Common	02/00/2010		3.6	4,630		\$	20.015	Ъ	
Stock	02/09/2018		M	(1)	Α	60.11	30,815	D	
Stock				_		00.11			
Common	0010010010		_	2 2 4 2	_	\$	20 # 66	_	
Stock	02/09/2018		F	2,249	D	60 11	28,566	D	
Stock						00.11			

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	\$ 60.11	02/09/2018		M			4,630	<u>(1)</u>	<u>(1)</u>	Common Stock	4,63
Restricted Stock Units	\$ 61.76	02/12/2018		A		2,430		(2)	(2)	Common Stock	2,43
Stock Options (Right to Buy)	\$ 61.76	02/12/2018		A		10,105		<u>(3)</u>	02/12/2028	Common Stock	10,10

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Heideman Robert J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE. WI 53224

Senior VP, CTO

Signatures

James F. Stern, Attorney-in-Fact for Robert J.

Heideman

02/13/2018

**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).
- 4,630 Restricted Stock Units were granted on 02/09/2015, under the A. O. Smith Combined Incentive Compensation Plan, a transaction
 excempt under Rule 16b-3. 4,630 Restricted Stock Units vested on 02/09/2018. As a result of vesting, the Company is obligated to deliver 4,630 shares of Common Stock to the reporting person.
- (2) The restricted stock units were granted on 02/12/2018 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/12/2021.
- (3) The employee stock options were granted on 02/12/2018 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 02/12/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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