

Martineau Peter R
 Form 4
 November 01, 2017

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Martineau Peter R

(Last) (First) (Middle)

A. O. SMITH CORPORATION, 500
 TENNESSEE WALTZ PARKWAY

(Street)

ASHLAND CITY, TN 37015

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President - CIO

6. Individual or Joint/Group Filing(Check Applicable Line)

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	10/31/2017		M		4,400	A	\$ 11.493 17,528	D
Common Stock	10/31/2017		M		6,800	A	\$ 17.462 24,328	D
Common Stock	10/31/2017		M		5,140	A	\$ 23.235 29,468	D
Common Stock	10/31/2017		M		3,493	A	\$ 30.765 32,961	D
Common Stock	10/31/2017		M		2,434	A	\$ 31.67 35,395	D

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Common Stock 10/31/2017 S 22,267 D \$ 59.3294 13,128 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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 11.493	10/31/2017		M	4,400	<u>(1)</u> 02/13/2022	Common Stock	4,400
Employee Stock Options (Right to Buy)	\$ 17.462	10/31/2017		M	6,800	<u>(2)</u> 02/11/2023	Common Stock	6,800
Employee Stock Options (Right to Buy)	\$ 23.235	10/31/2017		M	5,140	<u>(3)</u> 02/10/2024	Common Stock	5,140
Employee Stock Options (Right to Buy)	\$ 30.765	10/31/2017		M	3,493	<u>(4)</u> 02/09/2025	Common Stock	3,493
Employee Stock Options (Right to Buy)	\$ 31.67	10/31/2017		M	2,434	<u>(5)</u> 02/08/2026	Common Stock	2,434

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martineau Peter R A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			Senior Vice President - CIO	

Signatures

James F. Stern, Attorney-in-Fact for Peter R. Martineau	11/01/2017
__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) The employee stock options were granted on 02/13/2012 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 02/13/2013.
- (2) The employee stock options were granted on 02/11/2013 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 02/11/2014.
- (3) The employee stock options were granted on 02/10/2014 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 02/10/2015.
- (4) The employee stock options were granted on 02/09/2015 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 02/09/2016.
- (5) The employee stock options were granted on 02/08/2016 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 02/08/2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.