

SMITH A O CORP  
Form 4  
February 03, 2016

**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 \*  
STERN JAMES F

(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)  
02/02/2016

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)  
Exec VP, General Counsel & Sec

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/02/2015                           |  | M                              |   | 17,000  | A  | \$ 21.558                         |
| Common Stock                    | 02/02/2015                           |  | M                              |   | 18,000  | A  | \$ 22.985                         |
| Common Stock                    | 02/02/2015                           |  | F                              |   | 21,584  | D  | \$ 68.855                         |
| Common Stock                    | 02/03/2015                           |  | S                              |   | 10,122  | D  | \$ 68.4562                        |
| Common Stock                    | 02/03/2015                           |  | S                              |   | 3,294   | D  | \$ 67.8328                        |
|                                 |                                      |  |                                |   |   |  | 100,978                           |
|                                 |                                      |  |                                |   |   |  | 118,978                           |
|                                 |                                      |  |                                |   |   |  | 97,394                            |
|                                 |                                      |  |                                |   |   |  | 87,272                            |
|                                 |                                      |  |                                |   |   |  | 83,978                            |

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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)      | \$ 21.558  | 02/02/2016                           |  | M                              | 17,000  | <u>(1)</u> 02/07/2021                                    | Common Stock 17,000   |
| Employee Stock Options (Right to Buy)      | \$ 22.985  | 02/02/2016                           |  | M                              | 18,000  | <u>(2)</u> 02/13/2022                                    | Common Stock 18,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| STERN JAMES F<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 |               |           | Exec VP, General Counsel & Sec |       |

## Signatures

Wendy L. Grant, Attorney-in-Fact for James F. Stern 02/03/2016

\_\_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) The employee stock options were granted on 02/07/2011 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 02/07/2012.
- (2) 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 became exercisable in three annual installments of 1/3 of the award starting on 02/13/2013.

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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