Edgar Filing: SMITH A O CORP - Form 4

| SMITH A O | CORP | | | | | | | | | | |
|--|---|----------------------|------------|--------------------|--|---|--|--|---|--|--|
| Form 4 | C | | | | | | | | | | |
| April 12, 201 | | | | | | | | | PPROVAL | | |
| FORM | 4 UNITED | STATES | SECU | RITIES A | AND EX | CHANGE | | | | | |
| | | | Wa | ashington | , D.C. 20 |)549 | | Number: | 3235-0287 | | |
| Check this box | | | | | | | | | January 31, 2005 | | |
| subject to STATEMENT OF CHANGES IN BENEFICIAL C Section 16. SECURITIES Form 4 or | | | | | | | Estimated average burden hours per response | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 R | Responses) | | | | | | | | | | |
| 1. Name and A GREUBEL | 2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| | | A7 , 1, 11, 1 | | | - | - | (Check all applicable) | | | | |
| (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) | | | | | X_ Director 10% Owner Officer (give title Other (specify | | | | | | |
| A. O. SMITH 04/11/2016 CORPORATION, 11270 WEST PARK PLACE | | | | | | below) | below) | | | | |
| (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | al | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| MILWAUK | EE, WI 53224 | | | | | | Form filed by Person | More than One R | Reporting | | |
| (City) | (State) | (Zip) | Tał | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | ally Owned | | |
| | 2. Transaction Date (Month/Day/Year) | Execution any | Date, if | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | 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) | | |
| Reminder: Rep | ort on a separate line | e for each cl | ass of sec | urities bene | ficially ow | ned directly | or indirectly. | | | | |
| | | | | | inforn requii | nation cont red to resp ays a curre | spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | | |
| | Tab | | | | | sposed of, or convertible : | Beneficially Owner securities) | d | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. Numb | ber 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|------------|---------------------|--------------------|----------------------|-----------------------------|------------------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction of Deriv | ative Expiration Date | Underlying Securities | Deriv |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Insti |
|----------------------------------|---|------------|-------------------------|--------------------|---|-----|---------------------|--------------------|------------------|--|----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (1) | \$ 76.895 | 04/11/2016 | | А | 1,561 | | (2) | (2) | Common Stock | 1,561 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| GREUBEL WILLIAM P A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | Х | | | | | | | |
| Signatures | | | | | | | | |
| James F. Stern, Attorney-in-Fact Greubel | 0 | 4/12/2016 | | | | | | |
| <u>**</u> Signature of Reporting P | | | 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) Payment of retainer in Restricted Stock Units under the A. O. Smith Nonqualified Deferred Compensation Plan based on the market price of the Common Stock on April 11, 2016.
- (2) The Plan permits the participant to defer the receipt of the award, and Mr. Greubel has made a deferral.
- (3) The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualfied Deferred Compensation Plan. The total amount of dividends received was 78 units of Restricted Stock Units.

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.