SMITH A O CORP Form 4

February 12, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ding Wei

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) SMITH A O CORP [AOS]

(Check all applicable)

OMB APPROVAL

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January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

A. O. SMITH (CHINA) WATER

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2014

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

below) below) Pres. AOSCIC, Manager AOSCWHC

HEATER CO. LTD, 336 YAO XIN **AVENUE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _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

NANJING, F3 210038

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

6. Date Exercisable and

7. Title and Amount of 8 Underlying Securities

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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) | |
|---|---|------------|-------------------------|-----------------|---|---------------------|--------------------|------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 46.47 | 02/10/2014 | | A | 6,000 | <u>(1)</u> | 02/10/2024 | Common Stock | 6,000 |
| Restricted Stock Units | \$ 46.47 | 02/10/2014 | | A | 2,150 | (2) | (2) | Common Stock | 2,150 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director $\frac{10\%}{\text{Owner}}$ Officer Other

Ding Wei

A. O. SMITH (CHINA) WATER HEATER CO. LTD

336 YAO XIN AVENUE NANJING, F3 210038 Pres. AOSCIC, Manager

AOSCWHC

Signatures

James F. Stern, Attorney-in-Fact for Wei Ding

02/12/2014

**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 02/10/2014 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exerciable in three annual installments of 1/3 of the award starting on 02/10/2015.
- (2) The restricted stock units were granted on 02/10/2014 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 02/10/2017.

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.

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