Edgar Filing: SMITH A O CORP - Form 4

SMITH A O CO	RP										
Form 4											
April 08, 2014								OMB A	PPROVAL		
FORM 4	UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	E COMMISSION				
Washington, D.C. 20549								Number:	3235-0287		
Check this box if no longer STATEMENT OF CHANCES IN DENEFICIAL OWNERSHIP OF								Expires:	January 31, 2005		
subject to Section 16. SECURITIES Form 4 or								Estimated burden hou response	urs per		
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 Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> Sandoval Mathias			Symbol	er Name an H A O CO		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		of Earliest T	-	2]	(Check all applicable)				
(Last)	(1131) (.	winduic)		Day/Year)	Talisaction		X Director	10% Owner			
A. O. SMITH CORPORATION, 11270 WEST PARK PLACE			04/07/2014				Officer (giv below)	ve title Oth below)	ner (specify		
				. If Amendment, Date Original iled(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MILWAUKEE,	WI 53224						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tat	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly				
					Perso inforn requir	ns who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Numbe	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivat	ive Expiration Date	Underlying Securities	Deriva

Edgar Filing: SMITH A O CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		'Year)	(Instr. 3 and 4)		Securit (Instr.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restrick Stock Units (1)	\$ 45.235	04/07/2014		А		2,432		(2)	(2)	Common Stock	2,432	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sandoval Mathias A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Х							
Signatures								
James F. Stern, Attorney-in-Fact Sandoval		04/08/2014						
<u>**</u> Signature of Reporting I	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) Payment of portion 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 7, 2014.
- (2) The Plan permits the participant to defer the receipt of the award, and Mr. Sandoval has made a deferral.

On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 6,884 additional Restricted Stock Units. The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualified Deferred Compensation Plan. The total amount of dividends received was 157 units of Restricted Stock

(3) additional Restricted Stock Onts: The Restricted Stock Onts receive a quarterly dividend pursuant to a dividend removalment relative of the A. O. Smith Nonqualified Deferred Compensation Plan. The total amount of dividends received was 157 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.