Edgar Filing: SMITH A O CORP - Form 4

SMITH A O Form 4	CORP										
April 08, 201	14										
FORM	1 /								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check the if no long								Expires:	January 31, 2005		
subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated a burden hour response	verage			
Form 5 obligation may cont See Instru 1(b).	ns Section 17(a) of the H	Public U		ding Cor	npan	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type I	Responses)										
SMITH MARK D Symbol			Symbol	uer Name and Ticker or Trading l 'H A O CORP [AOS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of	f Earliest Ti	ransaction			(Cneck	c all applicable)	
A. O. SMIT CORPORA PARK PLA	TION, 11270 WI	EST	(Month/D 04/07/2	-				X Director Officer (give t below)		Owner rr (specify	
(Street) 4. If Amendme				endment, Da	ate Origina	ıl		6. Individual or Joint/Group Filing(Check			
MILWAUK	EE, WI 53224		Filed(Mor	nth/Day/Year	•)			Applicable Line) _X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)		
Common Stock	04/07/2014			Code V A	Amount 2,432 (1)	(D) A	Price \$ 45.235	(1134.3 and 4) 52,542 (2)	D		
Common Stock								14,750 <u>(3)</u>	I	In trust (4)	
Common Stock								4,478 <u>(5)</u>	Ι	Held by spouse	

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

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form

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displays a currently valid OMB control number.

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)	4. Transactio Code (Instr. 8)	onof Deriva Securi Acquin (A) or Dispos (D)	erivative (Month/Day/Year) ecurities cquired A) or isposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Common Stock	\$ 0 <u>(6)</u>	02/04/2014	G		615	(7)	(8)	Common Stock	615	\$
Class A Common Stock	\$ 0 <u>(6)</u>	02/04/2014	G	290		(7)	(8)	Common Stock	290	\$
Class A Common Stock	\$ 0 <u>(6)</u>					(7)	(8)	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director 10% Owner		Officer	Other				
SMITH MARK D A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Х							
Signatures								
James F. Stern, Attorney-in-Fact for Mark D. Smith 04/08/2014								
**Signature of Reporting Perso		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)

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Payment of portion of retainer in stock under the A. O. Smith Corporation directors' compensation program based on the market price of the Common Stock on April 7, 2014.

- (2) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 25,055 additional shares of Common Stock.
- (3) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 7,375 additional shares of Common Stock.
- (4) The reporting person beneficially owns the shares as settlor of a revocable family trust.
- (5) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 2,239 additional shares of Common Stock.
- (6) 1 for 1
- (7) Convertible at any time
- (8) None
- (9) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 59,294 additional shares of Class A Common Stock
- (10) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 919 additional shares of Class A Common Stock.

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.