

Gurholt Helen E  
 Form 3  
 May 02, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Gurholt Helen E</p> <p>(Last) (First) (Middle)</p> <p>A. O. SMITH CORPORATION,Â 11270 WEST PARK PLACE</p> <p>(Street)</p> <p>MILWAUKEE,Â WIÂ 53224</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/01/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH A O CORP [AOS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Vice President and Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,084	D	Â
Common Stock	308.7954 <sup>(1)</sup>	I	401(K) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (2)	Â (2)	Common Stock	9,810	\$ 0	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	930	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gurholt Helen E A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Â	Â	Â Vice President and Controller	Â

## Signatures

James F. Stern, Attorney-in-Fact for Helen E. Gurholt  
Date: 05/02/2019

\_\_Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 number of underlying securities is based on the stock fund balance of April 29, 2019. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 97.82% company stock and 2.18% money market fund. The stock account balance reflected in this report is based on an April 29, 2019, stock fund price of \$203.423235 per share.

(2) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,400 stock options were granted on 07/22/2013; 1,330 stock options were granted on 02/10/2014; 1,280 stock options were granted on 02/09/2015; 1,900 stock options were granted on 02/09/2015; 1,900 stock options were granted on 02/08/2016; 1,265 stock options were granted on 02/13/2017; 1,110 stock options were granted on 02/12/2018 and 1,525 stock options were granted on 02/11/2019. All stock options become exercisable in three annual installments of 1/3 of the award starting one year after the grant date. All employee stock options expire ten years after the date of the award.

(3) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 330 restricted stock units were granted on 02/13/2017; 265 restricted stock units were granted on 02/12/2018; and 335 restricted stock units were granted on 02/11/2019. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.

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.