

SMITH A O CORP  
Form 4  
April 08, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
SMITH MARK D

(Last) (First) (Middle)

A. O. SMITH  
CORPORATION, 11270 WEST  
PARK PLACE

(Street)

MILWAUKEE, WI 53224

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SMITH A O CORP [AOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	04/07/2014		A	(A) or (D) Code V Amount Price A 2,432 \$ (1) 45.235	52,542 (2)	D	
Common Stock					14,750 (3)	I	In trust (4)
Common Stock					4,478 (5)	I	Held by spouse

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

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SEC 1474  
(9-02)



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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.

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