

Warren David R
Form 3
July 17, 2017

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)

1. Name and Address of Reporting
Person *

Â Warren David R

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/16/2017

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior VP & President and GM

A. O. SMITH
CORPORATION,Â 500
TENNESSEE WALTZ
PARKWAY

(Street)

ASHLAND CITY,Â TNÂ 37015

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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

1,235

D

Â

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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	(Instr. 4)						
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)		
Restricted Stock Units	Â (1)	Â (1)	Common Stock	3,855	\$ 0	D	Â
Employee Stock Options (Right to Buy)	Â (2)	Â (2)	Common Stock	14,671	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warren David R A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015	Â	Â	Â Senior VP & President and GM	Â

Signatures

James F. Stern, Attorney-in-Fact for David R.
Warren

07/17/2017

__Signature of Reporting Person

Date

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) Restricted Stock Units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,460 restricted stock units were granted on 02/09/2015; 1,420 restricted stock units were granted on 02/08/2016 and 975 restricted stock units were granted on 02/13/2017. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.

(2) Employee Stock Options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,714 employee stock options were granted on 02/10/2014; 3,492 employee stock options were granted on 02/09/2015; 5,710 employee stock options were granted on 02/08/2016 and 3,755 employee stock options were granted on 02/13/2017. Employee Stock Options become exercisable in three annual installments of 1/3 of the award starting one year 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.