SMITH A O CORP
Form 4
February 11, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rajendra Ajita G

(Last) (First) (Middle)

A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY

(Street)

ASHLAND CITY, TN 37015

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2014		M		10,000 (1)	A	$ 46.345	170,380 (2)	D	
Common Stock	02/10/2014		S		4,020 (3)	D	$ 46.6648	166,360	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 46.345	02/07/2014		M			10,000	(1)	(1)	Common Stock	10,000	
Stock Options (Employee Right to Buy)	$ 0							(5)	(5)	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rajendra Ajita G A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			President & CEO	

Signatures

James F. Stern, Attorney-in-Fact for Ajita G. Rajendra	02/11/2014
**Signature of Reporting 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) 10,000 Restricted Stock Units were granted on 02/07/2011, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 10,000 Restricted Stock Units vested on 02/07/2014. As of result of vesting, the Company is obligated to deliver 10,000 shares of Common Stock to the reporting person.

(2) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 80,190 additional shares of Common Stock.

(3) The reporting person sold these shares to obtain funds to pay the withholding taxes due as a result of the vesting of the restricted stock units described in footnote (1).

(4) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 24,000 additional Restricted Stock Units.

(5) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 130,950 additional Employee Stock Options.

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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