Edgar Filing: SMITH A O CORP - Form 4

CNUTTLE A O COD

| Form 4 | JCORP | | | | | | | | |
|--|---|--|---|--------------------------------|---|--|---|---|--|
| February 12 | 2, 2014 | | | | | | | | |
| FORM | M 4 UNITED | STATES S | | | | E COMMISSION | OMB | 3235-0287 | |
| Check t if no lor subject Section Form 4 | nger to STATEN 16. | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL SECURITIES | | | | | Number: Expires: Estimated burden ho response. | urs per | |
| Form 5 obligati may con <i>See</i> Inst 1(b). | ntinue. Fried put | iled pursuant to Section 16(a) of the Securities Exchange Act of 1934, tion 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 | e Responses) | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Rajendra Ajita G | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| | SMITH A O CORP [AOS] 3. Date of Earliest Transaction | | | (Check all applicable) | | | |
| A. O. SMI | TH ATION, 11270 W | ((| (Month/Day/Year) 02/10/2014 | | | Director 10% Owner X Officer (give title Other (specify below) President & CEO | | | |
| MILWAU | (Street) KEE, WI 53224 | | | endment, Dat onth/Day/Year) | - | 6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person | One Reporting F | erson | |
| (City) | (State) | (Zip) | Tah | de I - Non-D | erivative Securities , | Acquired, Disposed of | f or Beneficie | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution D any | ate, if | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | 5. Amount of Securities H Beneficially (Owned (Following (Reported Transaction(s) (Instr. 3 and 4) | 5. Ownership Form: Direct D) or Indirect I) Instr. 4) | 7. Nature of Indirect | |
| Reminder: Re | eport on a separate line | e for each clas | s of sec | urities benefi | cially owned directly | or indirectly. | | | |
| | | | | | information con required to resp | spond to the collec itained in this form oond unless the form ently valid OMB con | are not m | SEC 1474 (9-02) | |
| | Tab | | | | ired, Disposed of, or options, convertible | r Beneficially Owned securities) | | | |
| 1. Title of Derivative | | ansaction Date th/Day/Year) | | | 4. 5. Numl TransactiorDerivati | | | 7. Title and Amount of Underlying Securities | |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | | /Year) | (Instr. 3 and | 4) |
|---|---|------------|-------------------------|--------------------|--|------------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code V | (A) (| D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 46.47 | 02/10/2014 | | А | 51,850 | <u>(1)</u> | 02/10/2024 | Common Stock | 51,850 |
| Restricted Stock Units | \$ 46.47 | 02/10/2014 | | А | 18,450 | <u>(2)</u> | (2) | Common Stock | 18,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-----------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Rajendra Ajita G A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | | | President & CEO | | | |
| Signatures | | | | | | |
| James F. Stern, Attorney-in-Fact Rajendra | for Ajita | G. | 02/12/2014 | | | |
| ** Signature of Reporting Per | son | | 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) The employee stock options were granted on 02/10/2014 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/10/2015.
- (2) The restricted stock units were granted on 02/10/2014 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/10/2017.

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.