

BROUWER WILFRIDUS M
Form 4
December 07, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROUWER WILFRIDUS M

(Last) (First) (Middle)

A. O. SMITH HOLDINGS
(BARBADOS) SRL, 8/F AIA
KOWLOON TOWER, 100 HOW
MING ST.

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
President - AOSHBSRL

KOWLOON CITY, K3

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

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

(City) (State) (Zip)

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	12/07/2017		M		3,734	A	\$ 23.235	39,878	D
Common Stock	12/07/2017		M		3,910	A	\$ 31.67	43,808	D
Common Stock	12/07/2017		S		7,644	D	\$ 61.5872	36,164	D

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

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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. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 23.235	12/07/2017		M	3,734	<u>(1)</u> 02/10/2024	Common Stock	3,734
Employee Stock Options (Right to Buy)	\$ 31.67	12/07/2017		M	3,910	<u>(2)</u> 02/08/2026	Common Stock	3,910

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUWER WILFRIDUS M A. O. SMITH HOLDINGS (BARBADOS) SRL 8/F AIA KOWLOON TOWER, 100 HOW MING ST. KOWLOON CITY, K3			President - AOSHBSRL	

Signatures

James F. Stern, Attorney-in-Fact for Wilfridius M. Brouwer

12/07/2017

 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)

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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 became exercisable in three annual installments of 1/3 of the award starting on 02/10/2015.

- (2) The employee stock options were granted on 02/08/2016 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 02/08/2017.

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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