

SMITH A O CORP  
Form 4  
July 29, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES PAUL W

(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)

07/26/2013

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)

Executive Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                                          |
| Common<br>Stock                       | 07/26/2013                              |                                                             | S                                    |                                                                         | 40,000                                                                                                             | D                                                                       | \$<br>40.842                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 293,740                                                                                                            | (1)                                                                     | D                                                                              |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | (2)                                                                 | Common<br>Stock                                     | 0                                      |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (3)                                                                 | Common<br>Stock                                     | 0                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                    |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer            | Other |
| JONES PAUL W<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 | X             | X         | Executive Chairman |       |

## Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones      07/29/2013

\_\_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) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 166,870 additional shares of Common Stock.
- (2) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 160,100 additional Employee Stock Options.
- (3) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 58,800 additional Restricted Stock Units.

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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