SMITH BRUCE M

Form 5

February 07, 2018

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * SMITH BRUCE M			2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]	5. Relationship of Reporting Person(s) to Issuer			
A. O. SMITH CORPORAT PARK PLAC	ION, 1127	(Middle) 0 WEST	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2017	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			

MILWAUKEE, WIÂ 53224

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

` •	Table 1 - 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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	()	Â	15,892 <u>(1)</u>	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	2,400	I	In Trust (2)

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

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Table I Non Derivative Securities Acquired Disposed of ar Repeticially Owned

SEC 2270 (9-02)

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

8. F Dei Sec (Ins

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)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	0				
Class A Common Stock	\$ 0 (5)	12/05/2017	Â	G	Â	365	(6)	(7)	Common Stock	365				
Class A Common Stock	\$ 0 (5)	12/06/2017	Â	G	Â	450	(6)	(7)	Common Stock	450				
Class A Common Stock	\$ 0 (5)	12/08/2017	Â	G	Â	748	(6)	(7)	Common Stock	748				

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Othe			
SMITH BRUCE M							
A. O. SMITH CORPORATION	λv	Â	â	Â			
11270 WEST PARK PLACE	АЛ	А	A	A			
MILWAUKEE, WI 53224							

Signatures

James F. Stern, Attorney-in-Fact for Bruce M. 02/07/2017 Smith Date

**Signature of Reporting Person

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) Shares deferred under the A. O. Smith Non-qualified Deferred Compensation Plan.

2 Reporting Owners

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- (2) The reporting person beneficially owns these shares as settlor of a revocable family trust.
- (3) The Plan permits the participant to defer receipt of the award and Mr. Smith has made a deferral.
- (4) The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Non-qualified Deferred Compensation Plan. The total amount of dividends received was 1,216 units of Restricted Stock Units.
- (**5**) Gift
- (6) Convertible at any time into Common Stock.
- (7) None.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.