

Goodwin Wallace E
 Form 3
 April 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Goodwin Wallace E</p> <p>(Last) (First) (Middle)</p> <p>LOCHINVAR, LLC,Â 300 MADDOX SIMPSON PARKWAY</p> <p>(Street)</p> <p>LEBANON,Â TNÂ 37090</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/09/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH A O CORP [AOS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & GM, Lochinvar, LLC</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,014	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (1)	Â (1)	Common Stock	75,335	\$ 0	D	Â
Restrict Stock Units	Â (2)	Â (2)	Restricted Stock Units	4,835	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodwin Wallace E LOCHINVAR, LLC 300 MADDOX SIMPSON PARKWAY LEBANON, TN 37090	Â	Â	Â President & GM, Lochinvar, LLC	Â

Signatures

James F. Stern, Attorney-in-Fact for Wallace E. Goodwin	04/10/2018
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 13,200 were granted on 02/09/2009; 6,600 were granted on 02/08/2010; 5,600 were granted on 02/07/2011; 9,600 were granted on 02/13/2012; 8,400 were granted on 02/11/2013; 5,000 were granted on 02/10/2014; 7,570 were granted on 02/09/2015; 8,800 were granted on 02/08/2016; 5,565 were granted on 02/13/2017; and 5,000 were granted on 02/12/2018. Stock options become exercisable in three annual installments of 1/3 of the award starting one year after the grant date. All employee stock options expire ten years after the date of the award.
- (2) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 2,190 were granted on 02/08/2016; 1,445 were granted on 02/13/2017 and 1,200 were granted on 02/12/2018. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.
- 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.