

SMITH A O CORP
Form 4
August 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

(Last) (First) (Middle)

A. O. SMITH (CHINA)
INVESTMENT CO., LTD., NO. 49
SOUTH ZHONGSHAN RD., 46TH
FLOOR

(Street)

NANJING, F4 210005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2013

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)
Senior V.P. and President

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/19/2013 | | M | | 6,150 | A | \$ 13.965 |
| Common Stock | 08/19/2013 | | M | | 15,000 | A | \$ 8.199 |
| Common Stock | 08/19/2013 | | S | | 21,150 | D | \$ 41.8183 |
| | | | | | | | 18,010 |
| | | | | | | | 33,010 |
| | | | | | | | 11,860 ⁽¹⁾ |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 13.965 | 08/19/2013 | | M | 6,150 | 02/08/2011 02/08/2020 | Common Stock 6,150 |
| Employee Stock Options (Right to Buy) | \$ 8.199 | 08/19/2013 | | M | 15,000 | 03/02/2010 03/02/2019 | Common Stock 15,000 |
| Restricted Stock Units | \$ 0 | | | | | (3) (3) | Common Stock 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| BROUWER WILFRIDUS M A. O. SMITH (CHINA) INVESTMENT CO., LTD. NO. 49 SOUTH ZHONGSHAN RD., 46TH FLOOR NANJING, F4 210005 | Director 10% Owner Officer Senior V.P. and President |

Signatures

James F. Stern, Attorney-in-Fact for Wilfridus M. Brouwer
08/20/2013

__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-for1, resulting in the reporting person's ownership of 5,930 additional shares of Common Stock.
- (2) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 35,450 additional Employee Stock Options.
- (3) On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 5,300 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. 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.