

Warren David R  
Form 3  
July 17, 2017

# 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)

1. Name and Address of Reporting  
Person \*

Â Warren David R

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/16/2017

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer      \_\_\_\_ Other  
(give title below) (specify below)  
Senior VP & President and GM

A. O. SMITH  
CORPORATION,Â 500  
TENNESSEE WALTZ  
PARKWAY

(Street)

ASHLAND CITY,Â TNÂ 37015

(City)

(State)

(Zip)

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

### 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

1,235

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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information contained in this form are not  
required to respond unless the form displays a  
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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

4. Conversion  
or Exercise

5. Ownership  
Form of

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|  | (Instr. 4)         |       |                                  |                                    |   |   |   |
|--|--------------------|-------|----------------------------------|------------------------------------|---|---|---|
| Date<br>Exercisable                      | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |   |
| Restricted Stock Units                   | Â (1)              | Â (1) | Common<br>Stock                  | 3,855                              | \$ 0  | D | Â |
| Employee Stock Options<br>(Right to Buy) | Â (2)              | Â (2) | Common<br>Stock                  | 14,671                             | \$ 0  | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Warren David R<br>A. O. SMITH CORPORATION<br>500 TENNESSEE WALTZ PARKWAY<br>ASHLAND CITY, TN 37015 | Â             | Â         | Â Senior VP & President and GM | Â     |

## Signatures

James F. Stern, Attorney-in-Fact for David R.  
Warren

07/17/2017

\_\_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) Restricted Stock Units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,460 restricted stock units were granted on 02/09/2015; 1,420 restricted stock units were granted on 02/08/2016 and 975 restricted stock units were granted on 02/13/2017. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.

(2) Employee Stock Options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,714 employee stock options were granted on 02/10/2014; 3,492 employee stock options were granted on 02/09/2015; 5,710 employee stock options were granted on 02/08/2016 and 3,755 employee stock options were granted on 02/13/2017. Employee Stock Options become exercisable in three annual installments of 1/3 of the award starting one year 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.

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