

SMITH BRUCE M
Form 5
February 07, 2018

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
SMITH BRUCE M

(Last) (First) (Middle)

A. O. SMITH
CORPORATION, 11270 WEST
PARK PLACE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MILWAUKEE, WI 53224

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or Amount (D) Price			
Common Stock	12/31/2017	12/31/2017	1	15,892	(1)	D	15,892
Common Stock	12/31/2017	12/31/2017	1	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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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)

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)	8. F
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	Â	Â	Â	Â Â	Â (3) Â (3)	Common Stock	0
Class A Common Stock	\$ 0 (5)	12/05/2017	Â	G	Â 365	Â (6) Â (7)	Common Stock	365
Class A Common Stock	\$ 0 (5)	12/06/2017	Â	G	Â 450	Â (6) Â (7)	Common Stock	450
Class A Common Stock	\$ 0 (5)	12/08/2017	Â	G	Â 748	Â (6) Â (7)	Common Stock	748

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH BRUCE M A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Â X Â Â Â

Signatures

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

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

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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.