

SMITH A O CORP
Form 4
January 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
Heideman Robert J

(Last) (First) (Middle)

A. O. SMITH CORPORATE
TECHNOLOGY CENTER, 12100
WEST PARK PLACE

(Street)

MILWAUKEE, WI 53224

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2015

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 VP, CTO

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)
				(A) or (D) Code V Amount Price			
Common Stock	01/29/2015		M	1,548 (1)	A \$ 59.2 8,578	D	
Common Stock	01/30/2015		S	583 (2)	D \$ 59.355 7,995 (3)	D	

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

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(9-02)

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 59.2	01/29/2015		M	1,548	(1) (1)	Common Stock	1,548

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heideman Robert J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE, WI 53224			Senior VP, CTO	

Signatures

Karen K. Duke, Attorney-in-Fact for Robert J. Heideman
Date: 01/30/2015

**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).

1,800 Restricted Stock Units were granted on February 9, 2009, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 1,200 Restricted Stock Units were granted on February 8, 2010, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The Restricted Stock Units awarded to Mr. Heideman on February 9, 2009 and February 8, 2010 were deferred, with 50% distribution on January 15, 2014 and 50% distribution on January 15, 2015. These deferred Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualified Deferred Compensation Plan. 1,548 Restricted Stock Units vested on January 15, 2015, and were delivered on January 29, 2015. As of result of vesting, the Company is obligated to deliver 1,548 shares of Common Stock to the reporting person.

(2) The reporting person sold these shares to obtain funds to pay the withholding taxes due as a result of the vesting of the restricted stock units described in footnote (1).

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$59.35 to \$59.3646. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

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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