Edgar Filing: SMITH A O CORP - Form 4

SMITHAC	CORP									
Form 4	2015									
February 18										
FORM	14 UNITED	STATES SEC	CURITIES A Washington			ANGE CO	OMMISSION	OMB Number:	PROVAL 3235-0287	
Check th	nis box		w asinington	I, D.C. 2	0347			Expires:	January 31,	
if no lon subject t Section Form 4 o	6. SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							2005 verage rs per 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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							I			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Heideman Robert J			21 Isouer Flame und Frener of Fraung				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
	TH CORPORAT LOGY CENTER, RK PLACE	(Mon E 02/1	th/Day/Year) 3/2015			- 1	Director _X Officer (give below) Seni		Owner r (specify	
			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MILWAU	KEE, WI 53224					-	Form filed by Me Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
(Instr. 3) any		Execution Date, any	3. 4. Securities Acquired (A tte, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A)			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	OwnershipIndireForm:BenefDirect (D)Owner	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/13/2015		M	4,400 (1)	A	\$ 62.775	12,395	D		
Common Stock	02/18/2015		S	1,774 (2)	D	\$ 62.2095	10,621	D		

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

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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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	bf Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 62.775	02/13/2015		М	4,400	<u>(1)</u>	(1)	Common Stock	4,400	\$

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						
James F. Stern, Attorney-in-Fact for Robert J. Heideman		8/2015				
<u>**</u> Signature of Reporting Person	Da	ate				

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).
- 4,400 Restricted Stock Units were granted on 02/13/2012, under the A. O. Smith Combined Incentive Compensation Plan, a transaction
 (1) excempt under Rule 16b-3. 4,400 Restricted Stock Units vested on 02/13/2015. As of result of vesting, the Company is obligated to deliver 4,400 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).

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.