

SMITH A O CORP
Form 3
April 16, 2015

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dana Paul R | | (Month/Day/Year) | SMITH A O CORP [AOS] | |
| (Last) | (First) | (Middle) | 04/13/2015 | |
| APCOM, 125 SOUTHEAST PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FRANKLIN, TN 37064 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Global Operations | |

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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|-------|-------|-----------------|-------|------|---|---|
| Employee Stock Options (Right to Buy) | Â (1) | Â (1) | Common Stock | 7,053 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 3,050 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dana Paul R APCOM 125 SOUTHEAST PARKWAY FRANKLIN, TN 37064 | Â | Â | Â VP, Global Operations | Â |

Signatures

James F. Stern, Attorney-in-Fact for Paul R.
Dana

04/16/2015

__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) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 3,400 employee stock options were granted on 02/11/2013 and became exercisable in three annual installments of 1/3 of the award starting on 02/11/2014. 2,267 stock options were previously exercised and 1,133 are outstanding; 2,570 employee stock options were granted on 02/10/2014 and became exercisable in three annual installments of 1/3 of the award starting on 02/10/2015. 3,350 employee stock options were granted on 02/09/2015 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2016. All employee stock options expire ten years after the date of the award.

(2) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,200 restricted stock units were granted on 02/11/2013; 915 restricted stock units were granted on 02/10/2014; and 935 restricted stock units were granted on 02/09/2015. The restricted stock units become payable in Common Stock on the vesting date, which is three years 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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