

SMITH A O CORP  
Form 4  
February 13, 2017

**FORM 4**

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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vallett William L Jr

(Last) (First) (Middle)

LOCHINVAR, LLC, 300 MADDOX  
SIMPSON PARKWAY

(Street)

LEBANON, TN 37090

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SMITH A O CORP [AOS]

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

02/10/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

CEO, Lochinvar, LLC

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 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 Ownership (Instr. 4)
Common Stock	02/10/2017		M	2,700 A	\$ 49.86	53,172 <sup>(2)</sup>	D
Common Stock	02/10/2017		F	867 D	\$ 49.86	52,305	D

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

**Persons who respond to the collection of  
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SEC 1474  
(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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 49.86	02/10/2017		M	2,700	(1) (1)	Common Stock	2,700
Employee Stock Options (Right to Buy)	\$ 0					(4) (4)	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Vallett William L Jr LOCHINVAR, LLC 300 MADDOX SIMPSON PARKWAY LEBANON, TN 37090	CEO, Lochinvar, LLC

## Signatures

James F. Stern, Attorney-in-Fact for William L. Vallett, Jr. 02/13/2017

\_\_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).

- 2,700 Restricted Stock Units were granted on 02/10/2014, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 2,700 Restricted Stock Units vested on 02/10/2017. As of result of vesting, the Company is obligated to deliver 2,700 shares of Common Stock to the reporting person.
- On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 25,236 additional shares of Common Stock.
- On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 4,240 additional Restricted Stock Units.

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- (4) On October 5, 2016, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 19,305 additional Employee Stock Options.

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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