

Heideman Robert J
 Form 4
 February 12, 2019

FORM 4

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

OMB APPROVAL

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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)
 02/08/2019

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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/06/2018		G			14,296	D	\$ 0 ⁽¹⁾	14,276	D	
Common Stock	11/16/2018		G			687	D	\$ 0 ⁽¹⁾	13,589	D	
Common Stock	02/08/2019		A			4,530 ⁽³⁾	A	\$ 48.72	18,125 ⁽²⁾	D	
Common Stock	02/08/2019		F			2,213	D	\$ 48.72	15,912	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 48.72	02/08/2019		M		(3) (3)	Common Stock	4,530
Restricted Stock Units	\$ 49.42	02/11/2019		A	3,040	(4) (4)	Common Stock	3,040
Stock Options (Right to Buy)	\$ 49.42	02/11/2019		A	13,865	(5) 02/11/2029	Common Stock	13,865

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

02/12/2019

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) Gift

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- (2) Mr. Heideman is a participant in the A. O. Smith Dividend Reinvestment Plan ("Plan") and receives a quarterly dividend pursuant to the Plan. The total amount of dividends received was 6 shares of Common Stock.
4,530 Restricted Stock Units were granted on 02/08/2016, under the A. O. Smith Combined Incentive Compensation Plan, a transaction
- (3) exempt under Rule 16b-3. 4,530 Restricted Stock Units vested on 02/08/2019. As a result of vesting, the Company is obligated to deliver 4,530 shares of Common Stock to the reporting person.
- (4) The restricted stock units were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/11/2022.
- (5) The employee stock options were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/11/2020.

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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