

Karge Douglas Samuel
 Form 3
 September 04, 2018

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 *

Â Karge Douglas Samuel
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/01/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

A. O. SMITH CORPORATION,Â 11270 WEST PARK PLACE

(Street)

MILWAUKEE,Â WIÂ 53224

(City) (State) (Zip)

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer ___ Other
 (give title below) (specify below)
 SVP - President NA Water Treat

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 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--|-------|------------|-----------------|--------|-----------|----------------------------------|---|
| Employee Stock Options (Right to Buy) | Â (1) | 03/19/2028 | Common Stock | 3,700 | \$ 65.085 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 885 | \$ 65.085 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Karge Douglas Samuel A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | Â | Â | Â SVP - President NA Water Treat | Â |

Signatures

James F. Stern, Attorney-in-Fact for Douglas Samuel
Karge 09/04/2018

**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) The employee stock options were granted on 03/19/2018 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 03/19/2019.
- (2) The restricted stock units were granted on 03/19/2018 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 03/19/2021.

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.