

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SMITH MARK D</u>  (Last) (First) (Middle) <u>A. O. SMITH CORPORATION</u> <u>11270 WEST PARK PLACE</u>  (Street) <u>MILWAUKEE WI 53224</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP [ AOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/07/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	04/07/2014		A		2,432 <sup>(1)</sup>	A	\$45.235	52,542 <sup>(2)</sup>	D	
Common Stock								14,750 <sup>(3)</sup>	I	In trust <sup>(4)</sup>
Common Stock								4,478 <sup>(5)</sup>	I	Held by spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Common Stock	\$0 <sup>(6)</sup>	02/04/2014		G		615		(7)	(8)	Common Stock	615	\$0	117,973 <sup>(9)</sup>	I	In trust <sup>(4)</sup>
Class A Common Stock	\$0 <sup>(6)</sup>	02/04/2014		G		290		(7)	(8)	Common Stock	290	\$0	118,263	I	In trust <sup>(4)</sup>
Class A Common Stock	\$0 <sup>(6)</sup>							(7)	(8)	Common Stock	0		1,838 <sup>(10)</sup>	I	Held by spouse

**Explanation of Responses:**

- Payment of portion of retainer in stock under the A. O. Smith Corporation directors' compensation program based on the market price of the Common Stock on April 7, 2014.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 25,055 additional shares of Common Stock.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 7,375 additional shares of Common Stock.
- The reporting person beneficially owns the shares as settlor of a revocable family trust.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 2,239 additional shares of Common Stock.
- 1 for 1
- Convertible at any time
- None
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 59,294 additional shares of Class A Common Stock
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 919 additional shares of Class A Common Stock.

**Remarks:**

James F. Stern, Attorney-in-Fact for Mark D. Smith 04/08/2014

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.