SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>SMITH BRUCE M</u>				X	Director	10% Owner			
,				-	Officer (give title	Other (specify			
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 11/03/2020		below)	below)			
A. O. SMITH CORPORATION									
11270 WEST PARK PLACE				6. Individual or Joint/Group Filing (Check Applicable Line)					
			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)				X	Form filed by One Repor	rting Person			
MILWAUKEE	EE WI 53224				Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	11/03/2020		S		5,683 ⁽¹⁾	D	\$53.45	3,304	D	
Common Stock								15,892	D ⁽²⁾	
Common Stock								2,400	Ι	In trust ⁽³⁾

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. Transa Code (8)		of E		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) ty	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	Amount or Number of Shares				
Restricted Stock Units	\$0							(4)	(4)	Common	0		117,810 ⁽⁵⁾	D	
Class A Common Stock	\$0 ⁽⁶⁾							(7)	(8)	Common Stock	0		229,401	I	In trust ⁽³⁾

Explanation of Responses:

1. Payment of retainer of stock under the A. O. Smith Corporation directors' compensation program based on the market price of the Common Stock on April 15, 2020.

2. Shares deferred under the A. O. Smith Nonqualified Deferred Compensation Plan.

3. The reporting person beneficially owns these shares as settlor of a revocable family trust.

4. The Plan permits the participant to defer receipt of the award, and Mr. Smith has made a deferral.

5. The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualified Deferred Compensation Plan. The total amount of dividends received was 1,250 units of Restricted Stock Units.

6. 1 for 1.

7. Convertible at any time into Common Stock.

8. None.

Remarks:

James F. Stern, Attorney-in-Fact for Bruce M. Smith

11/03/2020

** Signature of Reporting Person

Date

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

 \star 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.