FORM 3

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

# **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden	
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Mor			2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2016			3. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [ AOS ]					
(Last) A. O. SMITH CORPO		(Middle)				Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director	5. If Amendment, Date of Original Filed (Month/Day/Year)				
500 TENNESSEE WALTZ PARKWAY						X Officer (give title below)	10% Owner Other (specify be	ciow)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person		
(Street) ASHLAND CITY	TN	37015				Senior Vice President	- CIO			re than One Reporting Person	
(City)	(State)	(Zip)									
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)		ature of Indirect Beneficial Ownership (Instr. 5)				
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	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security			
Restricted Stock Units				(1)	(1)	Common Stock	2,555	0	D		
Employee Stock Options (Right to Buy)				(2)	(2)	Common Stock	18,240	0	D		
Frankrick of Browns											

Explanation of Responses:

1. Restricted Stock Units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 915 restricted stock units were granted on 02/10/2014; 730 restricted stock units were granted on 02/09/2015 and 910 restricted stock units were granted on 02/09/2015 and 910 restricted stock units were granted on 02/09/2015. The restricted stock priors were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 2,800 employee stock options were granted on 02/07/2011; 3,200 employee stock options were granted on 02/13/2012; 3,400 employee stock options were granted on 02/13/2012; 3,400 employee stock options were granted on 02/13/2012; 3,400 employee stock options were granted on 02/10/2014; 2,500 employee stock options were granted on 02/09/2015; and 3,650 employee stock options were granted on 02/09/2016. Employee Stock Options become exercisable in three annual installments of 1/3 of the award starting one year after the grant data.

## Remarks:

<u>James F. Stern, Attorney-in-Fact for Peter R.</u>
<u>Martineau</u>

04/04/2016

\*\* Signature of Reporting Person

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 5 (b)(v).

\*I file 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).

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.

## POWER OF ATTORNEY

Know all by these presents, that, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the undersigned here

- (1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and tir
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite,

  This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersign

  IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of February, 2016.

/s/Peter R. Martineau