FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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)	Section 16. Form 4 or Form 5
J	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

							`	,											
1. Name and Address of Reporting Person*  BROUWER WILFRIDUS M						2. Issuer Name <b>and</b> Ticker or Trading Symbol SMITH A O CORP [ AOS ]									applic irecto	able)	g Pers	son(s) to Iss 10% Ow Other (s	vner
(Last)	o. SMITH HOLDINGS (BARBADOS) SRL							3. Date of Earliest Transaction (Month/Day/Year) 02/07/2014								esident	AOS	below)	вреспу
6/F LUK KWOK CENTRE, 72 GLOCESTER ROAD					4 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									al or .1	loint/Groun	Filino	(Check An	nlicable
(Street) WAN CHAI K3 99907					-	4. II Alliendinent, Date of Original Filed (Month/Ddy/16a)								Individual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					n
(City)	(S	tate)	(Zip)																
		Tab	le I - N	on-Deriv	/ative	e Sec	uriti	ies Ac	quired	l, Di	sposed o	of, or Be	neficia	lly Ov	ned				
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day						Execution Date,			3. Transaction Code (Instr. 8)  4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4				5) Se Be Ov	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code V		Amount	(A) or (D)	Price	Transa		action(s) 3 and 4)			(Instr. 4)
Common Stock 02/07/2						014		M		4,000(1)	) A	\$46.3	45 15		5,860		D		
Common Stock 02/10				02/10/	2014	014		S		2,073(2)	D	\$46.66	682		13,787		D		
		Т	able II								posed of converti			y Own	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	med on Date, Day/Year)	4. Transa Code ( 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	f g Security	8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly Di or	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amount or Number of Shares						
Restricted Stock	\$46.345	02/07/2014			M			4,000	(1)		(1)	Common Stock	4,000	(1)		6,600		D	

## Explanation of Responses:

1. 4,000 Restricted Stock Units were granted on 02/07/2011, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 4,000 Restricted Stock Units vested on 02/07/2014. As of result of vesting, the Company is obligated to deliver 4,000 shares of Common Stock to the reporting person.

2. The reporting person sold these shares to obtain funds to pay the withholding taxes due as a result of the vesting of the restricted stock units described in footnote (1).

## Remarks:

<u>James F. Stern, Attorney-in-</u> <u>Fact for Wilfridus M. Brouwer</u>

02/11/2014

\*\* 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.

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