SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BROUWER WILFRIDUS M	SMITH A O CORP [AOS]	

1. Name and Address of Reporting Person[*]

BROUWER WILFRIDUS M

| (Last) | (First) | (Middle) |

A. O. SMITH HOLDINGS (BARBADOS) SRL
6/F LUK KWOK CENTRE, 72 GLOCESTER ROAD

(Street)

| WAN CHAI | K3 | 99907 |

| (City) | (State) | (Zip) |

2. Issuer Name **and** Ticker or Trading Symbol

SMITH A O CORP [AOS]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Director | | 10% Owner |
| X | Officer (give title below) | | Other (specify below) |

President - AOSHBSRL

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 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	02/07/2014		M		4,000[(1)]	A	$46.345	15,860	D	
Common Stock	02/10/2014		S		2,073[(2)]	D	$46.6682	13,787	D	

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	Amount or Number of Shares				
Restricted Stock Units	$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:

James F. Stern, Attorney-in-Fact for Wilfridus M. Brouwer — 02/11/2014

** Signature of Reporting Person — Date