

**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	
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1. Name and Address of Reporting Person * <u>BROUWER WILFRIDUS M</u>  (Last) (First) (Middle) A. O. SMITH (CHINA) INVESTMENT CO., LTD. NO. 49 SOUTH ZHONGSHAN RD., 46TH FLOOR  (Street) NANJING F4 210005  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior V.P. and President
	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2013	
	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 <input type="checkbox"/> 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	08/19/2013		M		6,150	A	\$13.965	18,010	D	
Common Stock	08/19/2013		M		15,000	A	\$8.199	33,010	D	
Common Stock	08/19/2013		S		21,150	D	\$41.8183	11,860 <sup>(1)</sup>	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
Employee Stock Options (Right to Buy)	\$13.965	08/19/2013		M		6,150		02/08/2011	02/08/2020	Common Stock	6,150	\$0	64,750	D	
Employee Stock Options (Right to Buy)	\$8.199	08/19/2013		M		15,000		03/02/2010	03/02/2019	Common Stock	15,000	\$0	49,750 <sup>(2)</sup>	D	
Restricted Stock Units	\$0							(3)	(3)	Common Stock	0		10,600 <sup>(3)</sup>	D	

**Explanation of Responses:**

- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 5,930 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 35,450 additional Employee Stock Options.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for1, resulting in the reporting person's ownership of 5,300 additional Restricted Stock Units.

**Remarks:**

James F. Stern, Attorney-in-Fact for Wilfridus M. Brouwer 08/20/2013

\*\* 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.