

Ding Wei
Form 4
February 12, 2019

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ding Wei

(Last) (First) (Middle)

A. O. SMITH (CHINA) WATER
HEATER CO. LTD, 336 YAO XIN
AVENUE

(Street)

NANJING, F3 210038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SMITH A O CORP [AOS]

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

02/09/2018

4. If Amendment, Date 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 - A. O. Smith China

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 Ownership (Instr. 4)
Common Stock	02/08/2019		A	(A) or (D) Amount 4,580 (1) Price \$ 48.72	10,433	D	
Common Stock	02/08/2019		F	1,882 D \$ 48.72	8,623 (2)	D	

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 48.72	02/08/2019		M	4,580	(1) (1)	Common Stock 4,580
Restricted Stock Units	\$ 49.42	02/11/2019		A	3,370	(3) (3)	Common Stock 3,370
Employee Stock Options (Right to Buy)	\$ 49.42	02/11/2019		A	15,390	(4) 02/11/2029	Common Stock 15,390

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ding Wei A. O. SMITH (CHINA) WATER HEATER CO. LTD 336 YAO XIN AVENUE NANJING, F3 210038	President - A. O. Smith China

Signatures

James F. Stern, Attorney-in-Fact for Wei Ding 02/12/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 4,580 Restricted Stock Units were granted on 02/08/2016, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 4,580 Restricted Stock Units vested on 02/08/2019. As a result of vesting, the Company is obligated to deliver 4,580 shares of Common Stock to the reporting person.
- (2) Mr. Ding is a participant in the A. O. Smith Dividend Reinvestment Plan ("Plan") and receives a quarterly dividend pursuant to the Plan. The total amount of dividends received was 72 shares of Common Stock.
- (3)

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The restricted stock units were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/11/2022.

- (4) The employee stock options were granted on 02/11/2019 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/11/2020.

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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