

Wheeler Kevin J.
Form 3
January 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wheeler Kevin J. | | (Month/Day/Year) | SMITH A O CORP [AOS] | |
| (Last) | (First) | (Middle) | 01/01/2013 | |
| A. O. SMITH CORPORATION,Â 500 TENNESSEE WALTZ PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ASHLAND CITY,Â TNÂ 37015 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior VP and President & GM | |

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) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 3,150 | \$ 0 | D | Â |
| Employee Stock Options (Right to Buy) | Â (2) | Â (2) | Common Stock | 10,300 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wheeler Kevin J. A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015 | Â | Â | Â Senior VP and President & GM | Â |

Signatures

James F. Stern, Attorney-in-Fact for Kevin J. Wheeler 01/09/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If 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).
- (1) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,050 restricted stock units were granted on 02/08/2010; 800 restricted stock units were granted on 02/07/2011; and 1,300 restricted stock units were granted on 02/13/2012. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.
- (2) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,950 employee stock options were granted on 02/09/2009 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2010; 2,850 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award starting on 02/08/2011; 2,000 employee stock options were granted on 02/07/2011 and became exercisable in three annual installments of 1/3 of the award starting on 02/07/2012; 3,500 employee stock options were granted on 02/13/2012 and become exercisable in three annual installments of 1/3 of the award starting on 02/13/2013. All employee stock options expire ten years after the date of the award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.