

Ding Wei
Form 3
January 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Â Ding Wei

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2013

3. Issuer Name and Ticker or Trading Symbol
SMITH A O CORP [AOS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other (specify below)

President and GM, AOSCHWC

6. Individual or Joint/Group

Filing(Check Applicable Line)
☒ X ___ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

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

(Street)

NANJING,Â F3Â 210038

(City)

(State)

(Zip)

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 Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,900	\$ 0	D	Â
Employee Stock Options (Right to Buy)	Â (2)	Â (2)	Common Stock	4,350	\$ 0	D	Â

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,Â F3Â 210038	Â	Â	Â President and GM, AOSCWHC	Â

Signatures

James F. Stern, Attorney-in-Fact for
Wei Ding 01/10/2013

__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: 600 restricted stock units were granted on 02/08/2010; 500 restricted stock units were granted on 02/07/2011; and 800 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: 1,650 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. Of the 1,650 options granted 1,100 options have been exercised and 550 options remain; 1,400 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; 2,400 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.