COLE MICHAEL J

Form 4 May 22, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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

1(b).

(Print or Type Responses)

05/21/2007

See Instruction

(Fillit of Type I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
INVESTME	(First) (EH (CHINA) ENT CO., LTD., IONGSHAN RD		3. Date of (Month/E) 05/21/2	-	ransaction			DirectorX Officer (give below)	10% Owner		
NANHING	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NANJING,	F4 210003							Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	05/21/2007			M	7,950	A	\$ 27.25	21,192	D		
Common Stock	05/21/2007			S	6,000	D	\$ 39.2	15,192	D		
Common Stock	05/21/2007			S	500	D	\$ 39.21	14,692	D		
Common Stock	05/21/2007			S	500	D	\$ 39.22	14,192	D		

S

500

D

13,692

D

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Common \$ 39.23 Common Stock S 450 D \$ 13,242 D

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) (1)	\$ 27.25	05/21/2007		M	7,950	10/06/1998	10/07/2007	Common Stock	7,950

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
COLE MICHAEL J A. O. SMITH (CHINA) INVESTMENT CO., LTD. NO. 49 SOUTH ZHONGSHAN RD., 46TH FLOOR NANJING, F4 210005			Vice President - Asia				
Signatures							
Kenneth J. Maciolek, Attorney-in-Fact for Michael J. Cole		05/22/2007					
**Signature of Reporting Person		Date					

Reporting Owners 2

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) Options were granted on 10/07/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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.