

SMITH A O CORP  
Form 4  
October 21, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RETTLER STEVE W**

(Last) (First) (Middle)

**A. O. SMITH CORPORATION, 11270 WEST PARK PLACE**

(Street)

**MILWAUKEE, WI 53224**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/20/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior Vice President - CD**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/20/2009		S	300	D \$ 43.83	11,795	D
Common Stock	10/20/2009		S	100	D \$ 43.84	11,695	D
Common Stock	10/20/2009		S	240	D \$ 43.85	11,455	D
Common Stock	10/20/2009		S	100	D \$ 43.89	11,355	D
Common Stock	10/20/2009		S	300	D \$ 43.9	11,055	D

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Common Stock	10/20/2009	S	360	D	\$ 43.92	10,695	D
Common Stock	10/20/2009	S	300	D	\$ 43.93	10,395	D
Common Stock	10/20/2009	S	200	D	\$ 43.94	10,195	D
Common Stock	10/20/2009	S	200	D	\$ 43.95	9,995	D
Common Stock	10/20/2009	S	100	D	\$ 43.96	9,895	D
Common Stock	10/20/2009	S	100	D	\$ 44	9,795	D
Common Stock	10/20/2009	S	100	D	\$ 44.11	9,695	D
Common Stock	10/20/2009	S	200	D	\$ 44.12	9,495	D
Common Stock	10/20/2009	S	400	D	\$ 44.15	9,095	D
Common Stock	10/20/2009	S	100	D	\$ 44.19	8,995	D
Common Stock	10/20/2009	S	500	D	\$ 44.21	8,495	D
Common Stock	10/20/2009	S	200	D	\$ 44.3	8,295	D
Common Stock	10/20/2009	S	300	D	\$ 44.31	7,995	D
Common Stock	10/20/2009	S	200	D	\$ 44.34	7,795	D
Common Stock	10/20/2009	S	100	D	\$ 44.38	7,695	D

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

**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.**

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(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		Title	Amount or Number of Shares
	Code	V	(A)	(D)	Date Exercisable	Expiration Date		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RETTLER STEVE W A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Senior Vice President - CD	

## Signatures

James F. Stern, Attorney-in-Fact for Steve W. Rettler	10/21/2009
<u>        </u> 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).
- 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.