SMITH A O CORP Form 4/A October 22, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KITA JOHN J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Middle) (Last)

SMITH A O CORP [AOS]

(Check all applicable)

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

Director 10% Owner Other (specify X_ Officer (give title

Senior V.P., Corp. Fin. & Cont

A. O. SMITH CORPORATION, 11270 WEST PARK PLACE

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

Filed(Month/Day/Year)

07/24/2009

07/23/2009

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

MILWAUKEE, WI 53224

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

3. (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(9-02)required to respond unless the form

SEC 1474

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8		(D)	ired r osed of : 3, 4,	(Month/Day/Y	ear)	(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) (1)	\$ 15.135	07/23/2009		M			9,650	10/08/2002	10/09/2011	Common Stock	9,650

Reporting Owners

Reporting Owner Name / Address		Keiauonsnips	
	 		_

Director 10% Owner Officer Other

KITA JOHN J A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224

Senior V.P., Corp. Fin. & Cont

Signatures

Wendy L. Grant, Attorney-in-Fact for John J. Kita 10/22/2009

**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) Granted on 10/09/2001 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (2) This Form 4 has been amended to accurately report the No. of Derivative Securities Beneficially Owned Following Reported Transaction.

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.

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