

SMITH A O CORP

Form 4

October 23, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES PAUL 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)
10/21/2009

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) below)
Chair, Pres. and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/21/2009		M		25,500	A \$ 24.64	90,044	D	
Common Stock	10/21/2009		M		13,500	A \$ 29.2	103,544	D	
Common Stock	10/21/2009		S		800	D \$ 43.9	102,744	D	
Common Stock	10/21/2009		S		200	D \$ 43.91	102,544	D	
Common Stock	10/21/2009		S		1,400	D \$ 43.92	101,144	D	

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Common Stock	10/21/2009	S	100	D	\$ 43.93	101,044	D
Common Stock	10/21/2009	S	100	D	\$ 43.94	100,944	D
Common Stock	10/21/2009	S	500	D	\$ 43.95	100,444	D
Common Stock	10/21/2009	S	1,400	D	\$ 43.96	99,044	D
Common Stock	10/21/2009	S	400	D	\$ 43.97	98,644	D
Common Stock	10/21/2009	S	1,100	D	\$ 43.98	97,544	D
Common Stock	10/21/2009	S	1,100	D	\$ 43.99	96,444	D
Common Stock	10/21/2009	S	1,000	D	\$ 44	95,444	D
Common Stock	10/21/2009	S	1,000	D	\$ 44.01	94,444	D
Common Stock	10/21/2009	S	300	D	\$ 44.02	94,144	D
Common Stock	10/21/2009	S	1,100	D	\$ 44.03	93,044	D
Common Stock	10/21/2009	S	1,400	D	\$ 44.04	91,644	D
Common Stock	10/21/2009	S	3,600	D	\$ 44.05	88,044	D
Common Stock	10/21/2009	S	5,000	D	\$ 44.06	83,044	D
Common Stock	10/21/2009	S	2,200	D	\$ 44.07	80,844	D
Common Stock	10/21/2009	S	1,400	D	\$ 44.08	79,444	D
Common Stock	10/21/2009	S	3,700	D	\$ 44.09	75,744	D
Common Stock	10/21/2009	S	3,300	D	\$ 44.1	72,444	D
Common Stock	10/21/2009	S	900	D	\$ 44.11	71,544	D
Common Stock	10/21/2009	S	1,100	D	\$ 44.12	70,444	D
	10/21/2009	S	900	D		69,544	D

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Common Stock					\$ 44.13		
Common Stock	10/21/2009	S	1,500	D	\$ 44.14	68,044	D
Common Stock	10/21/2009	S	400	D	\$ 44.15	67,644	D
Common Stock	10/21/2009	S	800	D	\$ 44.16	66,844	D
Common Stock	10/21/2009	S	200	D	\$ 44.17	66,644	D

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

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) ⁽¹⁾	\$ 24.64	10/21/2009		M		25,500		10/11/2005	10/12/2014	Common Stock	25,500
Employee Stock Options (Right to Buy) ⁽²⁾	\$ 29.2	10/21/2009		M		13,500		⁽²⁾	10/11/2015	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

JONES PAUL W
A. O. SMITH CORPORATION
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

X

Chair, Pres. and CEO

Signatures

James F. Stern, Attorney-in-Fact for Paul W.
Jones

10/23/2009

__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 10/12/2004 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
The shares became exercisable in three annual installments of 1/3 of the award starting on 10/10/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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