JONES PAUL W Form 4 December 01, 2009

#### FORM 4

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

OMB APPROVAL

Check this box
if no longer
which to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

| 1. Name and Add<br>JONES PAUL  |          | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol SMITH A O CORP [AOS] | 5. Relationship of Reporting Person(s) to Issuer   |  |  |  |
|--------------------------------|----------|----------------|---|--|--|--|--|
| (Last) A. O. SMITH CORPORATION |          | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year) 11/18/2009             | (Check all applicable)  _X_ Director 10% Owner  _X_ Officer (give title Other (specibelow)  Chair, Pres. and CEO                               |  |  |  |
| MILWAUKE                       | (Street) | 24             | 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 Person |  |  |  |

| (City)                               | (State) (.                              | Table   | e I - Non-D                            | erivative (                            | Secur | ities Acqu  | iired, Disposed of   | , or Beneficiall   | y Owned   |
|--------------------------------------|---|---|--|--|-------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securit<br>n(A) or Di<br>(Instr. 3, | spose | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                      |   |   | Code V                                 | Amount                                 | (D)   | Price       | (Instr. 3 and 4)   |  |   |
| Common<br>Stock                      | 11/18/2009                              |   | S                                      | 200                                    | D     | \$ 42.6     | 64,344   | D  |   |
| Common<br>Stock                      | 11/18/2009                              |   | S                                      | 200                                    | D     | \$<br>42.61 | 64,144   | D  |   |
| Common<br>Stock                      | 11/18/2009                              |   | S                                      | 100                                    | D     | \$<br>42.62 | 64,044   | 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

SEC 1474

(9-02)

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# 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 | 2. Conversion                            | 3. Transaction Date |   | 4.              | 5.<br>ionNumber | 6. Date Exerc       |                    | 7. Tit |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|--|---------------------|---|-----------------|-----------------|---------------------|--------------------|--------|--|------------------------|---|
| Security (Instr. 3)    | or Exercise Price of Derivative Security | (Month/Day/Year)    | execution Date, if<br>any<br>(Month/Day/Year) | Code (Instr. 8) | of              | <b>.</b>            |                    | Under  | rlying                                 | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |  |                     |   | Code V          | 7 (A) (D)       | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                      |       |  |  |  |  |
|---|---------------|-----------|----------------------|-------|--|--|--|--|
| • 0   | Director      | 10% Owner | Officer              | Other |  |  |  |  |
| JONES PAUL W<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 | X             |           | Chair, Pres. and CEO |       |  |  |  |  |

#### **Signatures**

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

Jones

12/01/2009

\*\*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).

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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