Edgar Filing: GREUBEL WILLIAM P - Form 4

GREUBEL	WILLIAM P											
Form 4												
April 13, 20												
FORM	14		GEGU						PPROVAL			
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287			
Check t								Expires:	January 31,			
if no lor subject		MENT OI	F CHAI	NGES IN	BENEF	ICIAL O	WNERSHIP OF	Estimated	2005 average			
Section				SECU	RITIES			burden hou				
Form 4 Form 5								response	•			
	-						nge Act of 1934,					
obligations may continue.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).1(b).												
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> GREUBEL WILLIAM P			2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
			Symbol SMITH	I A O CO	RP [AOS	5]	(Check all applicable)					
(Last)	(First) (Middle)	3. Date of	of Earliest T	ransaction		(- /			
2460 CAT TAIL POND ROAD			(Month/Day/Year) 04/12/2010				X_ Director 10% Owner Officer (give title Other (specify below) below)					
	(Street)		4. If Amendment Data Original				6. Individual or Joint/Group Filing(Check					
	4. If Amendment, Date Original Filed(Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person							
SEABROO	OK ISLAND, SC 2	29455					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)					
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-	-	-					
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

	Derivative Security			(D)	Disposed of D) Instr. 3, 4,						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 54.52	04/12/2010	А		1,651		(2)	(2)	Common Stock	1,651	\$

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
GREUBEL WILLIAM P 2460 CAT TAIL POND ROAD SEABROOK ISLAND, SC 29455	Х				
Signatures					
Kenneth J. Maciolek, Attorney-in-I	Fact for V	Villiam P.			

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) Payment of portion of retainer in Phantom Stock under the A. O. Smith Corporation Directors' Compensation Plan based on the market price of the Common Stock on April 12, 2010.
- (2) The Plan permits the participant to defer the receipt of the award, and Mr. Greubel has made a deferral.

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.