MURPHY TERRY M

Form 4

February 11, 2011

FORM 4

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

OMB 3235-0287 Number:

Estimated average

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

| 1. Name and Add | • | rting Person * | 2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|----------------|---|---|--|--|--|
| (Last) (First) (Middle) A. O. SMITH CORPORATION, 11270 WEST PARK PLACE | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | |) WEST | (Month/Day/Year) 02/10/2011 | Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President & CFO | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Chec Applicable Line) _X_Form filed by One Reporting Person | | | |
| MILWAUKEE, WI 53224 | | | | Form filed by More than One Reporting Person | | | |

(State)

(Zip)

(City)

| | Table I - Nor | n-Derivative Securities Acq | uired, Disposed o | of, or Beneficially Owned |
|---|---------------|-----------------------------|-------------------|---------------------------|
| 1 | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership 7. Nature |

| | | | | | | | , | , | • |
|--------------------------------------|---|--|---|--------|------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | d of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/10/2011 | | S | 500 | D | \$ 41.94 | 46,564 | D | |
| Common Stock | 02/10/2011 | | S | 300 | D | \$ 41.95 | 46,264 | D | |
| Common Stock | 02/10/2011 | | S | 600 | D | \$ 41.96 | 45,664 | D | |
| Common Stock | 02/10/2011 | | S | 648 | D | \$ 41.97 | 45,016 | D | |
| Common Stock | 02/10/2011 | | S | 1,200 | D | \$ 41.98 | 43,816 | D | |

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| Common Stock | 02/10/2011 | S | 600 | D | \$ 41.99 | 43,216 | D |
|-----------------|------------|---|-------|---|-------------|--------|---|
| Common Stock | 02/10/2011 | S | 252 | D | \$ 42 | 42,964 | D |
| Common Stock | 02/10/2011 | S | 1,186 | D | \$ 42.01 | 41,778 | D |
| Common Stock | 02/10/2011 | S | 600 | D | \$ 42.02 | 41,178 | D |
| Common Stock | 02/10/2011 | S | 1,050 | D | \$ 42.03 | 40,128 | D |
| Common Stock | 02/10/2011 | S | 850 | D | \$ 42.04 | 39,278 | D |
| Common Stock | 02/10/2011 | S | 961 | D | \$ 42.05 | 38,317 | D |
| Common Stock | 02/10/2011 | S | 1,500 | D | \$ 42.06 | 36,817 | D |
| Common Stock | 02/10/2011 | S | 400 | D | \$ 42.07 | 36,417 | D |
| Common Stock | 02/10/2011 | S | 300 | D | \$ 42.08 | 36,117 | D |
| Common Stock | 02/10/2011 | S | 300 | D | \$ 42.09 | 35,817 | D |
| Common Stock | 02/10/2011 | S | 700 | D | \$ 42.1 | 35,117 | D |
| Common Stock | 02/10/2011 | S | 1,000 | D | \$ 42.11 | 34,117 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 42.12 | 33,917 | D |
| Common Stock | 02/10/2011 | S | 900 | D | \$ 42.13 | 33,017 | D |
| Common Stock | 02/10/2011 | S | 300 | D | \$ 42.14 | 32,717 | D |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 42.15 | 32,617 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 42.16 | 32,417 | D |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 42.17 | 32,317 | D |
| Common Stock | 02/10/2011 | S | 400 | D | \$ 42.18 | 31,917 | D |
| | 02/10/2011 | S | 100 | D | | 31,817 | D |

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| Common Stock | | | | | \$ 42.19 | |
|-----------------|------------|---|-----|---|--------------------|---|
| Common Stock | 02/10/2011 | S | 100 | D | \$ 42.2 31,717 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 42.21 31,517 | D |
| Common Stock | 02/10/2011 | S | 300 | D | \$ 42.22 31,217 | 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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|---------|--------|------------|---------------|-------------|---------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ection | Number | Expiration D | ate | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | (| of | (Month/Day/ | Year) | Under | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivative | • | | Secur | ities | (Instr. 5) |
| | Derivative | | • | | , | Securities | | | (Instr. | . 3 and 4) | |
| | Security | | | | | Acquired | | | ` | ĺ | |
| | J | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | ., | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Date | Expiration | | or | |
| | | | | | | | Exercisable | Date | Title | Number | |
| | | | | | | | Exercisable | Date | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|--------------------------------------|-------|--|--|--|--|
| Topolonia o vinor i tame, i tame | Director | 10% Owner | Officer | Other | | | | |
| MURPHY TERRY M A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | | | Executive Vice President & CFO | | | | | |

Signatures

James F. Stern, Attorney-in-Fact for Terry M.

Murphy

02/11/2011

**Signature of Reporting Person Date

Reporting Owners 3

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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).

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