

Heideman Robert J
 Form 4
 February 28, 2012

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Heideman Robert J

(Last) (First) (Middle)

A. O. SMITH CORPORATE
 TECHNOLOGY CENTER, 12100
 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)
 02/28/2012

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)
 Senior VP Engineering & Tech.

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/28/2012 | | M | | 1,200 | A | \$ 23.76 1,496 | D |
| Common Stock | 02/28/2012 | | M | | 3,300 | A | \$ 19.003 4,796 | D |
| Common Stock | 02/28/2012 | | S | | 100 | D | \$ 45.35 4,696 | D |
| Common Stock | 02/28/2012 | | S | | 100 | D | \$ 45.352 4,596 | D |
| Common Stock | 02/28/2012 | | S | | 100 | D | \$ 45.3706 4,496 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|------------|-------|---|
| Common Stock | 02/28/2012 | S | 600 | D | \$ 45.38 | 3,896 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.3805 | 3,796 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.39 | 3,696 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.42 | 3,596 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.47 | 3,496 | D |
| Common Stock | 02/28/2012 | S | 200 | D | \$ 45.5 | 3,296 | D |
| Common Stock | 02/28/2012 | S | 300 | D | \$ 45.5003 | 2,996 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.54 | 2,896 | D |
| Common Stock | 02/28/2012 | S | 900 | D | \$ 45.63 | 1,996 | D |
| Common Stock | 02/28/2012 | S | 100 | D | \$ 45.632 | 1,896 | 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.

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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 | \$ 23.76 | 02/28/2012 | | M | 1,200 (1) | 02/11/2009 | 02/11/2018 | Common Stock | 1,200 |

(Right to Buy)

Employee Stock

| | | | | | | | | |
|---------|-----------|------------|---|---------------------|------------|------------|--------------|-------|
| Options | \$ 19.003 | 02/28/2012 | M | <u>3,300</u> (2) | 02/09/2010 | 02/09/2019 | Common Stock | 3,300 |
|---------|-----------|------------|---|---------------------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heideman Robert J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE, WI 53224 | | | Senior VP Engineering & Tech. | |

Signatures

| | |
|---|------------|
| James F. Stern, Attorney-in-Fact for Robert J. Heideman | 02/28/2012 |
|---|------------|

__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) The employee stock options were granted on 02/11/2008, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) The employee stock options were granted on 02/09/2009, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

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.