

SMITH A O CORP  
Form 4  
October 21, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RETTLER STEVE 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)  
**10/20/2009**

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)  
**Senior Vice President - CD**

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	10/20/2009		M		9,650 A \$ 15.135	17,345	D
Common Stock	10/20/2009		M		11,200 A \$ 26.88	28,545	D
Common Stock	10/20/2009		S		75 D \$ 43.5	28,470	D
Common Stock	10/20/2009		S		322 D \$ 43.51	28,148	D
Common Stock	10/20/2009		S		3 D \$ 43.53	28,145	D

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Common Stock	10/20/2009	S	600	D	\$ 43.54	27,545	D
Common Stock	10/20/2009	S	2,900	D	\$ 43.55	24,645	D
Common Stock	10/20/2009	S	100	D	\$ 43.555	24,545	D
Common Stock	10/20/2009	S	700	D	\$ 43.56	23,845	D
Common Stock	10/20/2009	S	2,100	D	\$ 43.57	21,745	D
Common Stock	10/20/2009	S	100	D	\$ 43.5775	21,645	D
Common Stock	10/20/2009	S	300	D	\$ 43.58	21,345	D
Common Stock	10/20/2009	S	200	D	\$ 43.585	21,145	D
Common Stock	10/20/2009	S	300	D	\$ 43.59	20,845	D
Common Stock	10/20/2009	S	100	D	\$ 43.5925	20,745	D
Common Stock	10/20/2009	S	100	D	\$ 43.595	20,645	D
Common Stock	10/20/2009	S	1,550	D	\$ 43.6	19,095	D
Common Stock	10/20/2009	S	500	D	\$ 43.61	18,595	D
Common Stock	10/20/2009	S	100	D	\$ 43.62	18,495	D
Common Stock	10/20/2009	S	600	D	\$ 43.66	17,895	D
Common Stock	10/20/2009	S	400	D	\$ 43.68	17,495	D
Common Stock	10/20/2009	S	100	D	\$ 43.7	17,395	D
Common Stock	10/20/2009	S	100	D	\$ 43.72	17,295	D
Common Stock	10/20/2009	S	100	D	\$ 43.73	17,195	D
Common Stock	10/20/2009	D	850	D	\$ 43.75	16,345	D
	10/20/2009	S	1,550	D	\$ 43.76	14,795	D

Common Stock							
Common Stock	10/20/2009	S	905	D	\$ 43.78	13,890	D
Common Stock	10/20/2009	S	495	D	\$ 43.79	13,395	D
Common Stock	10/20/2009	S	200	D	\$ 43.8	13,195	D
Common Stock	10/20/2009	S	1,100	D	\$ 43.82	12,095	D

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

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**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) <sup>(1)</sup>	\$ 15.135	10/20/2009		M	9,650	10/08/2002 10/09/2011	Common Stock 9,650
Employee Stock Options (Right to Buy) <sup>(2)</sup>	\$ 26.88	10/20/2009		M	11,200	10/10/2003 10/11/2012	Common Stock 11,200

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RETTLER STEVE W  
A. O. SMITH CORPORATION  
11270 WEST PARK PLACE  
MILWAUKEE, WI 53224

Senior Vice President - CD

## Signatures

James F. Stern, Attorney-in-Fact for Steve W.  
Rettler

10/21/2009

\_\_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 10/09/2001 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/11/2002 under the A. O. Smith Combined Executive 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.

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