

O TOOLE ROBERT J
 Form 4
 July 23, 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 *
O TOOLE ROBERT J

2. Issuer Name and Ticker or Trading Symbol
SMITH A O CORP [AOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2401 WEST CEDAR LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

RIVER HILLS, WI 53217

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	07/21/2009		S		5,400 D	\$ 37.90	I	Foundation
Common Stock	07/21/2009		M		105,400 A	\$ 26.88	D	
Common Stock	07/21/2009		M		101,200 A	\$ 28.7	D	
Common Stock	07/21/2008		M		48,300 A	\$ 24.64	D	
Common Stock	07/21/2009		M		40,500 A	\$ 29.2	D	
	07/21/2009		F		246,714 D	\$ 37.5	D	

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Common Stock							
Common Stock	07/21/2009	S	15,722	D	\$ 37.75	331,971	D
Common Stock	07/21/2009	S	1,648	D	\$ 37.76	330,323	D
Common Stock	07/21/2009	S	1,578	D	\$ 37.77	328,745	D
Common Stock	07/21/2009	S	200	D	\$ 37.78	328,545	D
Common Stock	07/21/2009	S	200	D	\$ 37.79	328,345	D
Common Stock	07/21/2009	S	200	D	\$ 37.8	328,145	D
Common Stock	07/21/2009	S	600	D	\$ 37.82	327,545	D
Common Stock	07/21/2009	S	3,632	D	\$ 38	323,913	D
Common Stock	07/21/2009	S	200	D	\$ 38.01	323,713	D
Common Stock	07/21/2009	S	243	D	\$ 38.04	323,470	D
Common Stock	07/21/2009	S	285	D	\$ 38.05	323,185	D
Common Stock	07/21/2009	S	400	D	\$ 38.07	322,785	D
Common Stock	07/21/2009	S	100	D	\$ 38.08	322,685	D
Common Stock	07/21/2009	S	463	D	\$ 38.1	322,222	D
Common Stock	07/21/2009	S	200	D	\$ 38.12	322,022	D
Common Stock	07/21/2009	S	697	D	\$ 38.14	321,325	D
Common Stock	07/21/2009	S	103	D	\$ 38.15	321,222	D
Common Stock	07/21/2009	S	200	D	\$ 38.16	321,022	D
Common Stock	07/21/2009	S	200	D	\$ 38.17	320,822	D
	07/21/2009	S	2,600	D		318,222	D

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Common Stock						\$ 38.18	
Common Stock	07/21/2009	S	1,000	D	\$ 38.19	317,222	D
Common Stock	07/21/2009	S	300	D	\$ 38.2	316,922	D
Common Stock	07/21/2009	S	515	D	\$ 38.21	316,407	D
Common Stock	07/21/2009	S	100	D	\$ 38.22	316,307	D

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

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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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to Buy) ⁽¹⁾	\$ 26.88	07/21/2009		M	105,400	10/10/2003	10/11/2012	Common Stock	105,400
Employee Stock Options (Right to Buy) ⁽²⁾	\$ 28.7	07/21/2009		M	101,200	10/06/2004	10/07/2013	Common Stock	101,200
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 24.64	07/21/2009		M	48,300	10/11/2005	10/12/2014	Common Stock	48,300
Employee Stock	\$ 29.2	07/21/2009		M	40,500	⁽⁴⁾	10/11/2015	Common Stock	40,500

Options
(Right to
Buy) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O TOOLE ROBERT J 2401 WEST CEDAR LANE RIVER HILLS, WI 53217		X		

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Robert J. O'Toole	07/23/2009
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 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 10/11/2002 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (2) Granted on 10/07/2003 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (3) Granted on 10/12/2004 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (4) Granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan. The options became exercisable in three equal annual installments of 1/3 of the award starting on 10/10/2006.

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.