

SMITH BRUCE M
Form 4
April 24, 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 *
SMITH BRUCE M

(Last) (First) (Middle)

SMITH INVESTMENT
COMPANY, 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)
04/22/2009

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					2,649	I	By Plan ⁽¹⁾
Common Stock	04/22/2009		D ⁽⁷⁾		14,670	D	⁽⁷⁾ 0
Common Stock	04/22/2009		A ⁽⁷⁾		64,405	A	⁽⁷⁾ 64,405
						I	In trust ⁽⁸⁾

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 Number Shares
Phantom Stock	\$ 0					(3) (3)	Common Stock 0
Class A Common Stock	\$ 0 (4)	04/22/2009		D(7)	75,909	(5) (6)	Common Stock 75,909
Class A Common Stock	\$ 0 (4)	04/22/2009		A(7)	333,301	(5) (6)	Common Stock 333,301

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRUCE M SMITH INVESTMENT COMPANY 11270 WEST PARK PLACE MILWAUKEE, WI 53224	X			

Signatures

Bruce M. Smith 04/24/2009
 **Signature of Date
 Reporting Person

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) Shares deferred under the A. O. Smith Corporation Directors' Deferred Compensation Plan.
- (2) Represented holdings of Smith Investment Company ("SICO") common stock.
- (3) The Plan permits the participant/recipient to defer receipt of the award, and Mr. Smith has made a deferral.
- (4) 1 for 1
- (5) Convertible at any time.
- (6) None.

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Represents the conversion of shares of SICO common stock into shares of Common Stock and Class A Common Stock of A. O. Smith Corporation (the "Issuer") pursuant to a merger of SICO with a subsidiary of the Issuer (the "Merger"). No consideration was paid or received except for the conversion of each SICO share into shares of the Issuer's Common Stock and Class A Common Stock. The

- (7) conversion in the Merger was approved in advance by the Issuer's board of directors on behalf of the reporting person. In addition, the elimination of SICO upon consummation of the Merger resulted in a change in the shares to be reported as a consequence of the application of the relevant definitions of beneficial ownership. The amount reported reflects this change in the form of ownership. Also, certain shares of the Issuer's Common Stock issued in the Merger are being held in escrow pursuant to the related merger agreement.
- (8) The reporting person holds these shares as a trustee of trusts of which a member of the reporting person's immediate family is a beneficiary. Beneficial ownership of these shares is disclaimed.

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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