

SMITH A O CORP  
Form 4  
October 21, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 |  |

Edgar Filing: SMITH A O CORP - Form 4

|              |            |   |       |   |            |        |   |
|--------------|------------|---|-------|---|------------|--------|---|
| 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.

**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)

**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.

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.