EDGAR Online

SMITH A O CORP

Reported by

JONES PAUL W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/12 for the Period Ending 02/01/12

Address	11270 WEST PARK PLACE MILWAUKEE, WI 53224
Telephone	4143594000
CIK	0000091142
Symbol	AOS
SIC Code	3621 - Motors and Generators
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
JONES PAUL W (Last) (First) (Middle)	**SMITH A O CORP [AOS]**	__ **X** __ Director _____ 10% Owner
A. O. SMITH CORPORATION, 11270 WEST PARK PLACE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/1/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chairman and CEO**
MILWAUKEE, WI 53224 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**2/1/2012**		**S**		**2700**	**D**	**$43.52**	**208957**	**D**	
Common Stock	**2/1/2012**		**S**		**4100**	**D**	**$43.53**	**204857**	**D**	
Common Stock	**2/1/2012**		**S**		**3400**	**D**	**$43.54**	**201457**	**D**	
Common Stock	**2/1/2012**		**S**		**116**	**D**	**$43.545**	**201341**	**D**	
Common Stock	**2/1/2012**		**S**		**1000**	**D**	**$43.55**	**200341**	**D**	
Common Stock	**2/1/2012**		**S**		**3500**	**D**	**$43.56**	**196841**	**D**	
Common Stock	**2/1/2012**		**S**		**1100**	**D**	**$43.57**	**195741**	**D**	
Common Stock	**2/1/2012**		**S**		**5000**	**D**	**$43.58**	**190741**	**D**	
Common Stock	**2/1/2012**		**S**		**5200**	**D**	**$43.59**	**185541**	**D**	
Common Stock	**2/1/2012**		**S**		**2135**	**D**	**$43.6**	**183406**	**D**	
Common Stock	**2/1/2012**		**S**		**5499**	**D**	**$43.6**	**177907**	**D**	
Common Stock	**2/1/2012**		**S**		**100**	**D**	**$43.605**	**177807**	**D**	
Common Stock	**2/1/2012**		**S**		**5366**	**D**	**$43.61**	**172441**	**D**	
Common Stock	**2/1/2012**		**S**		**100**	**D**	**$43.615**	**172341**	**D**	
Common Stock	**2/1/2012**		**S**		**4099**	**D**	**$43.62**	**168242**	**D**	
Common Stock	**2/1/2012**		**S**		**400**	**D**	**$43.625**	**167842**	**D**	
	2/1/2012									

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			**S**		**4000**	**D**	**$43.63**	**163842**	**D**	
Common Stock	**2/1/2012**		**S**		**1900**	**D**	**$43.64**	**161942**	**D**	
Common Stock	**2/1/2012**		**S**		**1400**	**D**	**$43.65**	**160542**	**D**	
Common Stock	**2/1/2012**		**S**		**3001**	**D**	**$43.66**	**157541**	**D**	
Common Stock	**2/1/2012**		**S**		**200**	**D**	**$43.663**	**157341**	**D**	
Common Stock	**2/1/2012**		**S**		**1392**	**D**	**$43.67**	**155949**	**D**	
Common Stock	**2/1/2012**		**S**		**200**	**D**	**$43.675**	**155749**	**D**	
Common Stock	**2/1/2012**		**S**		**6650**	**D**	**$43.68**	**149099**	**D**	
Common Stock	**2/1/2012**		**S**		**10200**	**D**	**$43.69**	**138899**	**D**	
Common Stock	**2/1/2012**		**S**		**7111**	**D**	**$43.7**	**131788**	**D**	
Common Stock	**2/1/2012**		**S**		**2413**	**D**	**$43.71**	**129375**	**D**	
Common Stock	**2/1/2012**		**S**		**100**	**D**	**$43.73**	**129275**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES PAUL W **A. O. SMITH CORPORATION** **11270 WEST PARK PLACE** **MILWAUKEE, WI 53224**	**X**		**Chairman and CEO**	

Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones — **2/2/2012**

** Signature of Reporting Person — Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.