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SMITH A O CORP

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SMITH BRUCE M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/10/12 for the Period Ending 08/08/12

Address	11270 WEST PARK PLACE MILWAUKEE, WI 53224
Telephone	4143594000
CIK	0000091142
Symbol	AOS
SIC Code	3630 - Household Appliances
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

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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

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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)
SMITH BRUCE M (Last) (First) (Middle)	**SMITH A O CORP [AOS]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
A. O. SMITH CORPORATION, 11270 WEST PARK PLACE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/8/2012**	
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								**3973**	**D** (1)	
Common Stock								**16941**	**I**	**In trust** (2)

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				
Restricted Stock Units (3)	**$48.755**	**8/8/2012**		**A**		**62** (3)		(4)	(4)	**Common Stock**	**62**	**$0**	**23000** (5)	**D**	
Class A Common Stock	**$0** (6)							(7)	(8)	**Common Stock**	**0**		**118891**	**I**	**In trust** (2)

Explanation of Responses:

(1) Shares deferred under the A. O. Smith Nonqualified Deferred Compensation Plan.

(2) The reporting person beneficially owns these shares as settlor of a revocable family trust.

(3) Payment of portion of retainer in Restricted Stock Units under the A. O. Smith Nonqualified Deferred Compensation Plan.

(4) The Plan permits the participant to defer receipt of the award, and Mr. Smith has made a deferral.

(5) The Restricted Stock Units receive a quarterly dividend pursuant to a dividend reinvestment feature of the A. O. Smith Nonqualified Deferred Compensation Plan. The total amount of dividends received was 80 units of Restricted Stock Units.

(6) 1 for 1

(7) Convertible at any time

(8) None

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRUCE M **A. O. SMITH CORPORATION** **11270 WEST PARK PLACE** **MILWAUKEE, WI 53224**	**X**			

Signatures

James F. Stern, Attorney-in-Fact for Bruce M. Smith — **8/10/2012**

** 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.

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