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SMITH A O CORP

Reported by

RAJENDRA AJITA G

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/14/12 for the Period Ending 02/13/12

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

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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)
Rajendra Ajita G (Last) (First) (Middle)	**SMITH A O CORP [AOS]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **President & COO**
A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/13/2012**	
ASHLAND CITY, TN 37015 (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			

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				
Employee Stock Options (Right to Buy)	**$45.97**	**2/13/2012**		**A**		**24000**		(1)	**2/13/2022**	**Common Stock**	**24000**	**$ 0**	**173900**	**D**	
Restricted Stock Units	**$45.97**	**2/13/2012**		**A**		**8600**		(2)	(2)	**Common Stock**	**8600**	**$ 0**	**19450**	**D**	

Explanation of Responses:

(1) The employee stock options were granted on 02/13/2012 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/13/2013.

(2) The restricted stock units were granted on 02/13/2012 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/13/2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rajendra Ajita G **A. O. SMITH CORPORATION** **500 TENNESSEE WALTZ PARKWAY**			**President & COO**	

ASHLAND CITY, TN 37015				

Signatures

James F. Stern, Attorney-in-Fact for Ajita G. Rajendra **2/14/2012**

** 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.