SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

A. O. SMITH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State of incorporation or organization)	39-0619790 (I.R.S. Employer Identification No.)
11270 West Park Place, Milwaukee, Wisconsin (Address of principal executive offices)	53224 (Zip Code)

Securities to be Registered Pursuant to Section 12(b) of the Act:

Common Stock, $1.00 Par Value (Title of each class to be registered)	New York Stock Exchange (Name of each exchange on which each class is to be registered)

Securities to be Registered Pursuant to Section 12(g) of the Act: None

ITEM 1. Description of Registrant's Securities to be Registered.

Common Stock, $1 Par Value.

The capital stock of A. O. Smith Corporation (the "Company" or "Registrant") to be registered on the New York Stock Exchange, Inc. (the "Exchange") is the Registrant's Common Stock, which has a par value of $1 per share.

Under the Restated Certificate of Incorporation, the Registrant has the authority to issue Class A Common Stock, $5 par value per share, Common Stock, $1 par value per share, and Preferred Stock, $1 par value per share. There are no outstanding shares of Preferred Stock, and the Company's Class A Common Stock is listed on the American Stock Exchange, Inc.

General Terms

Each issued and outstanding share of Common Stock is fully paid and nonassessable, except as otherwise provided by applicable law of any state in which the Company holds a certificate of authority to do business. Under a decision of the Wisconsin Supreme Court that applies such statute to corporations, such as the Company, licensed to do business in Wisconsin, the holders of Common Stock are personally liable for the unpaid wage claims of the Company's employees, not to exceed six months' service in any one case, as provided in Section 180.0622(2)(b) of the Wisconsin Statutes and as such section may be interpreted by a court of law. The Common Stock has no preemptive or conversion rights nor is it entitled to any redemption or sinking fund provisions. The rights and preferences

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of the Common Stock are subject to the prior rights and privileges of any Preferred Stock of the Company. The Common Stock and the Class A Common Stock have identical rights and privileges, except with respect to the dividend and voting rights and the conversion rights of the Class A Common Stock, as described below.

Dividend Rights

Subject to the prior rights of any Preferred Stock and any restriction on dividends in credit and other agreements of the Company, dividends may be paid on the Class A Common Stock and the Common Stock as and when declared by the Board of Directors out of funds legally available therefor. The Company may not pay dividends on the Class A Common Stock or on the Common Stock (other than dividends in shares of the Class A Common Stock or Common Stock) unless full cumulative dividends on any outstanding series of authorized Preferred Stock have been, or contemporaneously are, declared and paid for all past dividend periods.

No cash dividend may be paid on the Class A Common Stock unless a cash dividend at least equal in amount per share is paid concurrently on the Common Stock. The Company may pay cash dividends on the Common Stock in excess of dividends paid, or without paying dividends, on the Class A Common Stock. Stock dividends may be paid on the Class A Common Stock and the Common Stock, provided that a dividend of shares of one class of stock may be paid on that class of stock only if a simultaneous dividend is paid on the second class of stock, either in shares of the second class of stock or in shares of the first class of stock, in an amount equal on a per share basis to the dividend paid on the first class of stock. The shares of Class A Common Stock or Common Stock cannot be subdivided or combined unless there is a simultaneous equivalent subdivision or combination of the shares of the other class of stock.

Voting Rights

Except for the election and removal of directors and except where a class vote is required by the Restated Certificate of Incorporation or applicable Delaware law, the Common Stock votes as a single class with the Class A Common Stock on all matters which may come before any meeting of stockholders, with each share of Common Stock entitled to one-tenth of one vote and each share of Class A Common Stock entitled to one vote. The Restated Certificate of Incorporation provides for separate class voting for the approval of certain actions, such as the amendment of the Restated Certificate of Incorporation or the merger or consolidation of the Company, if they adversely affect the rights of stockholders of any class.

As long as the number of outstanding shares of Common Stock is at least 10% of the aggregate number of outstanding shares of Class A Common Stock and Common Stock, the holders of Common Stock are entitled, as a class, to elect 25% of the Board of Directors (rounded up to the nearest whole number). As long as the number of outstanding shares of Class A Common Stock is at least 12.5% of the aggregate number of outstanding shares of Class A Common Stock and Common Stock, the holders of Class A Common Stock are entitled, as a class, to elect the remaining directors, subject to any voting rights granted in connection with the creation of any series of authorized Preferred Stock. Under the Restated Certificate of Incorporation and Delaware law, only holders entitled to vote for election of a director are entitled to vote on removal of that director.

If, on the record date for any meeting of stockholders at which directors are to be elected, the number of outstanding shares of Common Stock is less than 10% of the aggregate number of outstanding shares of Class A Common Stock and Common Stock, the holders of Common Stock do not have the right to elect 25% of the Board of Directors, and all directors are elected by the holders of shares of Class A Common Stock and Common Stock voting together as a single class, subject to any voting rights of any series of authorized Preferred Stock, provided that, with respect to such election, the holders of Class A Common Stock will be entitled to one vote per share and the holders of Common Stock will have one- tenth of one vote per share.

If, on the record date for any meeting of stockholders at which directors are to be elected, the number of outstanding shares of Class A Common Stock is less than 12.5% of the aggregate number of outstanding shares of Class A Common Stock and Common Stock, the holders of Common Stock are entitled to elect 25% of the Board of Directors and all remaining directors are elected by the holders of all shares of Class A Common Stock (with one vote per share) and Common Stock (with one-tenth of one vote per share) voting together as a single class, subject to any voting rights of any series of authorized Preferred Stock.

Conversion Rights of Class A Common Stock

The Class A Common Stock is convertible at any time, at the option of the holder, into Common Stock on a share-for-share basis, upon surrender of stock certificates evidencing such Class A Common Stock to the Company or its transfer agent, Firstar Trust Company. Shares of Class A Common Stock are not convertible into any other securities. Shares of Common Stock are not convertible into Class A Common Stock or any other securities.

Liquidation Rights

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Upon liquidation, subject to the prior rights of any authorized Preferred Stock which may be issued, the holders of the Class A Common Stock and the Common Stock are entitled to share pro rata in any assets of the Company available for distribution to stockholders after payments of all debts.

Preferred Stock

The Board of Directors has the authority to issue Preferred Stock from time to time in one or more series without further stockholder approval. In creating any such series, the Board of Directors is authorized to fix the designation, number of shares and any voting rights (provided that, so long as any Common Stock is outstanding, no authorized Preferred Stock can have more than one vote per share nor be entitled to vote with the Common Stock in the election of 25% of the Board of Directors), conversion rights, redemption provisions, dividend rates, liquidation preferences and other relative, participating, optional or other rights, qualifications, limitations or restrictions of such series.

ITEM 2: Exhibits

The Common Stock of the Company is to be registered on the New York Stock Exchange, Inc. on which no other securities of the Registrant are registered. Accordingly, the following exhibits have been duly filed with the New York Stock Exchange but, pursuant to Instruction II as to Exhibits on Form 8-A, are not being filed with the Commission:

Registrant's Form 10-K Annual Report for the fiscal year ended December 31, 1993

Registrant's Form 10-Q Quarterly Report for the fiscal quarters ended March 31, 1994, June 30, 1994 and September 30, 1994

Definitive Proxy Statement and accompanying Notice with respect to Registrant's Annual Stockholders' Meeting held on April 13, 1994

Restated Certificate of Incorporation of Registrant

By-laws of Registrant as amended

Specimen of Registrant's Common Stock certificate

Registrant's Annual Report to Shareholders with respect to its fiscal year ended December 31, 1993

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

A. O. SMITH CORPORATION

By: DONALD M. HEINRICH
Donald M. Heinrich
Vice President-Business Development

Dated: December 5, 1994

End of Filing

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