SMITH A O CORP
Form 4
April 15, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Family Trusts

(Last) (First) (Middle)

C/O SMITH INVESTMENT COMPANY, 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)
04/14/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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. 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								4,734	D (1)	
Common Stock								2,649	I	See Note (2)
Common Stock								105,811	I	See Note (3)

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

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SEC 1474 (9-02)

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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)		8. P Deri Secu (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Common Stock	$ 0 (4)							(5)	(6)	Common Stock	547,506	
Phantom Stock (10)	$ 27.675	04/14/2009		A		3,253 (8)		(9)	(9)	Common Stock	3,253	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Family Trusts C/O SMITH INVESTMENT COMPANY 11270 WEST PARK PLACE MILWAUKEE, WI 53224		X		

Signatures

Bruce M. Smith as Representative for Smith Family Trusts	04/15/2009
**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)	Represents direct ownership of the Issuer's Common Stock by certain individuals or trusts that form part of the Reporting Person.
(2)	Represents the indirect ownership of the Issuer's Common Stock by one individual who is part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").
(3)	Represents the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
(4)	Convertible on a 1 for 1 basis.
(5)	Convertible at any time.

(6) None.

(7) Represents the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.

(8) Payment of portion of retainer in phantom stock to one individual, who is a director of the Issuer and part of the Reporting Person, under the Plan.

(9) The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who is part of the Reporting Person made a deferral pursuant to the Plan.

(10) Represents direct ownership of the Issuer's phantom stock by one individual who is part of the Reporting Person.

Remarks:

Explanation of Responses:

The Smith Family Trusts (the "Reporting Person") consist of certain shareholders of Smith Investment Company, a Nevada co

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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