

JONES PAUL W
Form 4
February 02, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES PAUL W

2. Issuer Name and Ticker or Trading Symbol
SMITH A O CORP [AOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

A. O. SMITH
CORPORATION, 11270 WEST
PARK PLACE

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53224

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Stock	02/01/2012		M	V	76,200	A	\$ 25.837 205,475	D
Common Stock	02/01/2012		M		54,131	A	\$ 23.76 259,606	D
Common Stock	02/01/2012		S		200	D	\$ 42.69 259,406	D
Common Stock	02/01/2012		S		100	D	\$ 42.7 259,306	D
Common Stock	02/01/2012		S		100	D	\$ 42.715 259,206	D

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Common Stock	02/01/2012	S	100	D	\$ 42.72	259,106	D
Common Stock	02/01/2012	S	100	D	\$ 42.73	259,006	D
Common Stock	02/01/2012	S	100	D	\$ 42.75	258,906	D
Common Stock	02/01/2012	S	100	D	\$ 42.76	258,806	D
Common Stock	02/01/2012	S	100	D	\$ 42.77	258,706	D
Common Stock	02/01/2012	S	100	D	\$ 42.84	258,606	D
Common Stock	02/01/2012	S	100	D	\$ 42.85	258,506	D
Common Stock	02/01/2012	S	100	D	\$ 42.86	258,406	D
Common Stock	02/01/2012	S	100	D	\$ 42.94	258,306	D
Common Stock	02/01/2012	S	400	D	\$ 42.95	257,906	D
Common Stock	02/01/2012	S	100	D	\$ 42.955	257,806	D
Common Stock	02/01/2012	S	400	D	\$ 42.96	257,406	D
Common Stock	02/01/2012	S	301	D	\$ 42.97	257,105	D
Common Stock	02/01/2012	S	1,000	D	\$ 42.98	256,105	D
Common Stock	02/01/2012	S	2,800	D	\$ 42.99	253,305	D
Common Stock	02/01/2012	S	700	D	\$ 43.02	252,605	D
Common Stock	02/01/2012	S	200	D	\$ 43.04	252,405	D
Common Stock	02/01/2012	S	1,300	D	\$ 43.07	251,105	D
Common Stock	02/01/2012	S	300	D	\$ 43.09	250,805	D
Common Stock	02/01/2012	S	900	D	\$ 43.11	249,905	D
	02/01/2012	S	200	D	\$ 43.15	249,705	D

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Common Stock							
Common Stock	02/01/2012	S	100	D	\$ 43.16	249,605	D
Common Stock	02/01/2012	S	100	D	\$ 43.17	249,505	D
Common Stock	02/01/2012	S	100	D	\$ 43.19	249,405	D
Common Stock	02/01/2012	S	900	D	\$ 43.21	248,505	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 25.837	02/01/2012		M	76,200 ₍₁₎	02/09/2008 02/09/2017	Common Stock 76,200
Employee Stock Options (Right to Buy)	\$ 23.76	02/01/2012		M	54,131 ₍₂₎	02/11/2009 02/11/2018	Common Stock 54,131

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

02/02/2012

__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) The employee stock options were granted on 02/09/2007 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) The employee stock options were granted on 02/11/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.