

SMITH A O CORP
Form 8-K
April 18, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 18, 2006

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission File Number)

39-0619790
(IRS Employer
Identification No.)

P.O. Box 245008, Milwaukee, Wisconsin 53224-9508

(Address of principal executive offices, including zip code)

(414) 359-4000

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- “ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
 - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

On April 18, 2006, A. O. Smith Corporation (the Company) issued a news release announcing the Company s results for the quarter ended March 31, 2006. A copy of the Company s news release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this Current Report) and is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 11, 2006, the Board of Directors of the Company adopted an amendment to Section 3 of Article VI of the By-Laws of the Company, effective immediately, which removes the requirement that the chief executive officer shall always be designated a member of all standing committees of the Board of Directors.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being filed herewith:

(99.1) News Release of A. O. Smith Corporation, dated April 18 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A. O. SMITH CORPORATION

Date: April 18, 2006

By: /s/ Terry M. Murphy
Terry M. Murphy

Senior Vice President and

Chief Financial Officer

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K dated April 18, 2006.

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | News Release of A. O. Smith Corporation, dated April 18, 2006. |