Edgar Filing: SMITH A O CORP - Form 4

CMITH A O CODD

August 17, 2005 OMB APPROVAL August 17, 2005 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to Section 16. Form 4 or form 4 or form 4 or form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16. Expires image continue. State and august 17. 2005 Print or Type Responses) I. Name and Address of Reporting Person 1. (b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer I. Name and Address of Reporting Person 2. (Law) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer A. O. SMITH O OTOOLE ROBERT J 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer A. O. SMITH O ROPORATION, 11270 WEST PARK PLACE 0 Hourd Day/Year) Check all applicable) 0. Director 0. Dir	Form 4	CORP										
FORM 4 UNITED STATES SECURITIES AND EXCHANGES ON MISSION Washington, D.C. 20549 OMB APPROVAL OMB, 2325-0287 Check this box if no longer subject to Section 16, Form 4 or Form 4 or Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFIC LAL OWNERSHIP OF Section 16, Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16, Smith A O CORP [AOS] S. Relationship of Reporting Person(s) to Issuer (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer (Lasi) (Firat) (Maddle) 3. Date of Earlies Transaction (Month/DayYear) Director (Check all applicable) User of SMITH Filed/Month/DayYear) Director Director (Cliv) (Sale) (Zip) Table 1 - Non-Perivative Securities Acquired, Disposed of, or Beneficially Code Miles Line) Nonership According Person (Instr. 3) (Cliv) (Sale) (Zip) Table 1 - Non-Perivative Securities Acquired, Disposed of, or Beneficially Code S. Accurities Acquired, Disposed of, Or Beneficially Code Nonership Reneficially Ownership Code S. Anourt of Code <td< td=""><td></td><td>2005</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></td<>		2005										
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MIL WAOKEE, W133224 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired (A) S. Amount of Code (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Form: Beneficial Ownership Following or Indirect (I) Ownership Following or Indirect (I) (Instr. 4) Common Stock 08/15/2005 M 92,100 A \$ 16.667 437,148 D		. ,			led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
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Common Stock $08/15/2005$ M $92,100$ A $\$$ 16.667 $437,148$ D Common Stock $08/15/2005$ S $71,299$ D $\$,28,02,365,849$ D	Security (Month/Day/Year) Execution (Instr. 3) any		Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8)			D)	Securities Beneficially Owned Following Reported	OwnershipIndiForm:BenDirect (D)Ownor Indirect(Insi(I)	Indirect Beneficial Ownership			
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		08/15/2005			М	92,100	А		437,148	D		
		08/15/2005			S	71,299	D	\$ 28.02	365,849	D		

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

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.

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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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) (1)	\$ 16.667	08/15/2005		М	92,	,100	10/09/1996	10/10/2005	Common Stock	92,100

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
O TOOLE ROBERT J A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Chairman and CEO					
Signatures								
W. David Romoser, Attorney-in-F O'Toole	act for Rob	ert J.	08/17/2005					
<u>**</u> Signature of Reporting P	erson		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) Granted on 10/10/1995 under the A. O. Smith Corporation 1990 Long-Term Executive 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.