

O TOOLE ROBERT J

Form 4

July 23, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
O TOOLE ROBERT J

(Last) (First) (Middle)

2401 WEST CEDAR LANE

(Street)

RIVER HILLS, WI 53217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SMITH A O CORP [AOS]

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

07/21/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Stock	07/21/2009		S	5,400	D \$ 37.90	I	Foundation
Common Stock	07/21/2009		M	105,400	A \$ 26.88	404,407	D
Common Stock	07/21/2009		M	101,200	A \$ 28.7	505,607	D
Common Stock	07/21/2008		M	48,300	A \$ 24.64	553,907	D
Common Stock	07/21/2009		M	40,500	A \$ 29.2	594,407	D
	07/21/2009		F	246,714	D \$ 37.5	347,693	D

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Common
Stock

Common Stock	07/21/2009	S	15,722	D	\$ 37.75	331,971	D
Common Stock	07/21/2009	S	1,648	D	\$ 37.76	330,323	D
Common Stock	07/21/2009	S	1,578	D	\$ 37.77	328,745	D
Common Stock	07/21/2009	S	200	D	\$ 37.78	328,545	D
Common Stock	07/21/2009	S	200	D	\$ 37.79	328,345	D
Common Stock	07/21/2009	S	200	D	\$ 37.8	328,145	D
Common Stock	07/21/2009	S	600	D	\$ 37.82	327,545	D
Common Stock	07/21/2009	S	3,632	D	\$ 38	323,913	D
Common Stock	07/21/2009	S	200	D	\$ 38.01	323,713	D
Common Stock	07/21/2009	S	243	D	\$ 38.04	323,470	D
Common Stock	07/21/2009	S	285	D	\$ 38.05	323,185	D
Common Stock	07/21/2009	S	400	D	\$ 38.07	322,785	D
Common Stock	07/21/2009	S	100	D	\$ 38.08	322,685	D
Common Stock	07/21/2009	S	463	D	\$ 38.1	322,222	D
Common Stock	07/21/2009	S	200	D	\$ 38.12	322,022	D
Common Stock	07/21/2009	S	697	D	\$ 38.14	321,325	D
Common Stock	07/21/2009	S	103	D	\$ 38.15	321,222	D
Common Stock	07/21/2009	S	200	D	\$ 38.16	321,022	D
Common Stock	07/21/2009	S	200	D	\$ 38.17	320,822	D
	07/21/2009	S	2,600	D		318,222	D

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Common Stock					\$ 38.18		
Common Stock	07/21/2009	S	1,000	D	\$ 38.19	317,222	D
Common Stock	07/21/2009	S	300	D	\$ 38.2	316,922	D
Common Stock	07/21/2009	S	515	D	\$ 38.21	316,407	D
Common Stock	07/21/2009	S	100	D	\$ 38.22	316,307	D

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

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(9-02)

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 Number Shares
Employee Stock Options (Right to Buy) ⁽¹⁾	\$ 26.88	07/21/2009		M	105,400	10/10/2003 10/11/2012	Common Stock 105,400
Employee Stock Options (Right to Buy) ⁽²⁾	\$ 28.7	07/21/2009		M	101,200	10/06/2004 10/07/2013	Common Stock 101,200
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 24.64	07/21/2009		M	48,300	10/11/2005 10/12/2014	Common Stock 48,300
Employee Stock	\$ 29.2	07/21/2009		M	40,500	⁽⁴⁾ 10/11/2015	Common Stock 40,500

Options
(Right to
Buy) ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O TOOLE ROBERT J 2401 WEST CEDAR LANE RIVER HILLS, WI 53217	X

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Robert J.
O'Toole

07/23/2009

 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) Granted on 10/11/2002 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (2) Granted on 10/07/2003 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (3) Granted on 10/12/2004 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- (4) Granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan. The options became exercisable in three equal annual installments of 1/3 of the award starting on 10/10/2006.

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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