

SMITH A O CORP

Form 4

October 21, 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

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RETTLER STEVE W**

(Last) (First) (Middle)

**A. O. SMITH  
CORPORATION, 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)  
**10/20/2009**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President - CD

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	10/20/2009		S		300 D \$ 43.83	11,795	D
Common Stock	10/20/2009		S		100 D \$ 43.84	11,695	D
Common Stock	10/20/2009		S		240 D \$ 43.85	11,455	D
Common Stock	10/20/2009		S		100 D \$ 43.89	11,355	D
Common Stock	10/20/2009		S		300 D \$ 43.9	11,055	D

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Common Stock	10/20/2009	S	360	D	\$ 43.92	10,695	D
Common Stock	10/20/2009	S	300	D	\$ 43.93	10,395	D
Common Stock	10/20/2009	S	200	D	\$ 43.94	10,195	D
Common Stock	10/20/2009	S	200	D	\$ 43.95	9,995	D
Common Stock	10/20/2009	S	100	D	\$ 43.96	9,895	D
Common Stock	10/20/2009	S	100	D	\$ 44	9,795	D
Common Stock	10/20/2009	S	100	D	\$ 44.11	9,695	D
Common Stock	10/20/2009	S	200	D	\$ 44.12	9,495	D
Common Stock	10/20/2009	S	400	D	\$ 44.15	9,095	D
Common Stock	10/20/2009	S	100	D	\$ 44.19	8,995	D
Common Stock	10/20/2009	S	500	D	\$ 44.21	8,495	D
Common Stock	10/20/2009	S	200	D	\$ 44.3	8,295	D
Common Stock	10/20/2009	S	300	D	\$ 44.31	7,995	D
Common Stock	10/20/2009	S	200	D	\$ 44.34	7,795	D
Common Stock	10/20/2009	S	100	D	\$ 44.38	7,695	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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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative  
SecuritySecurities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(Instr. 3 and 4)

Own  
Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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RETTLER STEVE W  
A. O. SMITH CORPORATION  
11270 WEST PARK PLACE  
MILWAUKEE, WI 53224

Senior Vice President - CD

## Signatures

James F. Stern, Attorney-in-Fact for Steve W.  
Rettler

10/21/2009

\_\_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).

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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