

O TOOLE ROBERT J

Form 4

January 27, 2006

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)

01/25/2006

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/25/2006		M	V Amount (A) or (D) Price 96,900 A \$ 16.333	441,948	D	
Common Stock	01/26/2006		S	25,900 D \$ 42.6	416,048	D	
Common Stock	01/26/2006		S	1,800 D \$ 42.61	414,248	D	
Common Stock	01/26/2006		S	1,600 D \$ 42.62	412,648	D	
Common Stock	01/26/2006		S	1,500 D \$ 42.63	411,148	D	
	01/26/2006		S	400 D \$ 42.64	410,748	D	

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Common
stock

Common Stock	01/26/2006	S	3,600	D	\$ 42.65	407,148	D
Common Stock	01/26/2006	S	600	D	\$ 42.66	406,548	D
Common Stock	01/26/2006	S	300	D	\$ 42.68	406,248	D
Common Stock	01/26/2006	S	100	D	\$ 42.69	406,148	D
Common Stock	01/26/2006	S	100	D	\$ 42.7	406,048	D
Common Stock	01/26/2006	S	100	D	\$ 42.71	405,948	D
Common Stock	01/26/2006	S	1,100	D	\$ 42.72	404,848	D
Common Stock	01/26/2006	S	300	D	\$ 42.77	404,548	D
Common Stock	01/26/2006	S	600	D	\$ 42.79	403,948	D
Common Stock	01/26/2006	F	58,900	D	\$ 42.55	345,048	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 or Number of Shares
Employee Stock	\$ 16.333	01/25/2006		M		96,900		10/07/1997	10/08/2006	Common Stock	96,900

Options
(Right to
Buy) (1)

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

W. David Romoser, Attorney-in-Fact for Robert J.
O'Toole

01/27/2006

 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 10/08/1996 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.
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