

SMITH A O CORP
Form 4
April 28, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSA RONALD E

(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)
04/27/2006

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)
Senior Vice President

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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/27/2006		M			15,300	A	\$ 27.25	42,906	D	
Common Stock	04/27/2006		M			15,200	A	\$ 29.031	58,106	D	
Common Stock	04/27/2006		M			25,800	A	\$ 28.7	83,906	D	
Common Stock	04/27/2006		S			7,200	D	\$ 46.5	76,706	D	
Common Stock	04/27/2006		S			1,900	D	\$ 46.51	74,806	D	

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Common Stock	04/27/2006	S	1,000	D	\$ 46.52	73,806	D
Common Stock	04/27/2006	S	2,600	D	\$ 46.53	71,206	D
Common Stock	04/27/2006	S	1,000	D	\$ 46.54	70,206	D
Common Stock	04/27/2006	S	200	D	\$ 46.56	70,006	D
Common Stock	04/27/2006	S	1,200	D	\$ 46.57	68,806	D
Common Stock	04/27/2006	S	200	D	\$ 46.58	68,606	D
Common Stock	04/27/2006	S	400	D	\$ 46.59	68,206	D
Common Stock	04/27/2006	S	2,400	D	\$ 46.6	65,806	D
Common Stock	04/27/2006	S	2,300	D	\$ 46.61	63,506	D
Common Stock	04/27/2006	S	700	D	\$ 46.62	62,806	D
Common Stock	04/27/2006	S	100	D	\$ 46.64	62,706	D
Common Stock	04/27/2006	S	1,900	D	\$ 46.65	60,806	D
Common Stock	04/27/2006	S	1,300	D	\$ 46.66	59,506	D
Common Stock	04/27/2006	S	5,800	D	\$ 46.67	53,706	D
Common Stock	04/27/2006	S	1,600	D	\$ 46.68	52,106	D
Common Stock	04/27/2006	S	2,300	D	\$ 46.69	49,806	D
Common Stock	04/27/2006	S	10,000	D	\$ 46.7	39,806	D
Common Stock	04/27/2006	S	500	D	\$ 46.71	39,306	D
Common Stock	04/27/2006	S	500	D	\$ 46.72	38,806	D
Common Stock	04/27/2006	S	4,500	D	\$ 46.73	34,306	D
	04/27/2006	S	2,300	D	\$ 46.74	32,006	D

Common
Stock

Common Stock 04/27/2006 S 2,000 D \$ 46.75 30,006 D

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

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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. 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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Options (Right to Buy) ⁽¹⁾	\$ 27.25	04/27/2006		M	15,300	10/06/1998	10/07/2007	Common Stock	15,300
Employee Stock Options (Right to Buy) ⁽²⁾	\$ 29.031	04/27/2006		M	15,200	10/12/2000	10/13/2009	Common Stock	15,200
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 28.7	04/27/2006		M	25,800	10/06/2004	10/07/2013	Common Stock	25,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSA RONALD E A. O. SMITH CORPORATION			Senior Vice	

11270 WEST PARK PLACE
MILWAUKEE, WI 53224

President

Signatures

W. David Romoser, Attorney-in-Fact for Ronald E.
Massa

04/28/2006

__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) Options were granted on 10/07/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (2) Options were granted on 10/13/1999 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (3) Options were granted on 10/07/2003 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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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