

SMITH A O CORP  
Form 4  
November 16, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ROMOSER W DAVID

(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)  
11/15/2006

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 VP, Gen. Counsel & Sec

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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |  |
| Common Stock                    | 11/15/2006                           |  | M <sup>(1)</sup>               |   | 2,625   | A  | \$ 29.0313  | 67,662 | D |  |
| Common Stock                    | 11/15/2006                           |  | M <sup>(1)</sup>               |   | 8,725   | A  | \$ 13.563   | 76,387 | D |  |
| Common Stock                    | 11/15/2006                           |  | M <sup>(1)</sup>               |   | 8,050   | A  | \$ 15.135   | 84,437 | D |  |
| Common Stock                    | 11/15/2006                           |  | M <sup>(1)</sup>               |   | 4,675   | A  | \$ 26.88  | 89,112 | D |  |
| Common Stock                    | 11/15/2006                           |  | M <sup>(1)</sup>               |   | 4,475   | A  | \$ 28.7   | 93,587 | D |  |

Edgar Filing: SMITH A O CORP - Form 4

Common Stock 11/15/2006 S(2) 37,050 D \$ 38 56,537 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.**

SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Options (Right to Buy) <sup>(3)</sup> | \$ 29.0313   | 11/15/2006                           |  | <u>M</u> (1)                   | 2,625   | 10/12/2000 10/13/2009                                    | Common Stock  | 2,625                      |
| Employee Stock Options (Right to Buy) <sup>(4)</sup> | \$ 13.563  | 11/15/2006                           |  | <u>M</u> (1)                   | 8,725   | 10/09/2001 10/10/2010                                    | Common Stock  | 8,725                      |
| Employee Stock Options (Right to Buy) <sup>(5)</sup> | \$ 15.135  | 11/15/2006                           |  | <u>M</u> (1)                   | 8,050   | 10/08/2002 10/09/2011                                    | Common Stock  | 8,050                      |
| Employee Stock Options (Right to Buy) <sup>(6)</sup> | \$ 26.88   | 11/15/2006                           |  | <u>M</u> (1)                   | 4,675   | 10/10/2003 10/11/2012                                    | Common Stock  | 4,675                      |
| Employee Stock Options (Right to                     | \$ 28.7  | 11/15/2006                           |  | <u>M</u> (1)                   | 4,475   | 10/06/2004 10/07/2013                                    | Common Stock  | 4,475                      |

Buy) (7)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| ROMOSER W DAVID<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 |               |           | Senior VP,<br>Gen. Counsel<br>& Sec |       |

## Signatures

Kenneth J. Maciolek, Attorney-in-Fact for W. David  
Romoser

11/16/2006

  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) The exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (3) Granted on October 13, 1999, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (4) Granted on October 10, 2000, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (5) Granted on October 9, 2001, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (6) Granted on October 11, 2002, under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (7) Granted on October 7, 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. 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.