## Edgar Filing: Rajendra Ajita G - Form 4

Raiendra Aiita G

Common

Stock

10/22/2008

Form 4								
October 23, 2 FORM Check thi if no long subject to Section 1 Form 4 or	<b>4</b> UNITED S s box ger STATEM 6.	W	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES			OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 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 R 1. Name and A Rajendra Aj	ddress of Reporting P	erson <u>*</u> 2. Issu Symbol	ier Name <b>and</b> Ticker or Trading	5. Relationship of Issuer	Reporting Per	son(s) to		
	H WATER PROE , 500 TENNESSE	iddle) 3. Date (Month DUCTS 10/22/	H A O CORP [AOS] of Earliest Transaction /Day/Year) /2008	Director X Officer (give below)		6 Owner er (specify		
ASHLAND	(Street) CITY, TN 37015		nendment, Date Original (onth/Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	one Reporting Po	erson		
(City)	(State) (2	Zip) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of,	, or Beneficia	lly Owned		
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year)		Code Disposed of (D)	Securities I Beneficially ( Owned I 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)			

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.

D

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

8,100

(1)

А

(1)

23,100

Μ

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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. Transactie Code (Instr. 8)	5. Number prof Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	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	
Phantom Stock	<u>(1)</u>	10/22/2008		М	8,10	) (1)	<u>(1)</u>	Common Stock	8,100	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Rajendra Ajita G A. O. SMITH WATER PRODUCTS COMPANY 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			Executive Vice President			
Signatures						
James F. Stern, Attorney-in-Fact for Ajita G. Rajendra	10/23/2008					
**Signature of Reporting Person	Da	ite				

## **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).
- 8,100 shares of phantom stock were granted on October 11, 2005, under the A. O. Smith Combined Executive Incentive Compensation
  (1) Plan, a transaction exempt under Rule 16b-3. The 8,100 shares of phantom stock vested on October 22, 2008. As a result of vesting, the Company is obligated to deliver 8,100 shares of common stock to the reporting person.

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.