Edgar Filing: MURPHY TERRY M - Form 4

	TERRY M									
Form 4										
February 1	0, 2009									
FOR		ST A TEC	SECU	DITIES /			COMMISSIO	ΝT	PPROVAL	
	UNITED	SIAIES		ashington				Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
subject Section Form 4	CHAI	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					average urs per			
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17((a) of the P	ublic U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940			
(Print or Type	e Responses)									
1. Name and MURPHY		2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (-	-1	(Che	eck all applicabl	e)	
A. O. SMI CORPORA	,	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2009				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President & CFO				
PARK PL	ACE									
				4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)			
MILWAU	KEE, WI 53224						_X_ Form filed by Form filed by Person	One Reporting P More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, -	(A) or of (D)	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	(D) Price	(Insu: 5 and 4)			
Reminder: R	eport on a separate line	e for each cla	ss of sec	urities bene	ficially ow	ned directly	or indirectly.			
	11				Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab				-	posed of, or convertible	Beneficially Owner securities)	d		
			a · . =							

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8))	Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 28.505	02/09/2009		А		18,500		<u>(1)</u>	02/09/2019	Common Stock	18,500
Restricted Stock Units	\$ 28.505	02/09/2009		А		5,300		(2)	(2)	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MURPHY TERRY M A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Executive Vice President & CFO					
Signatures								
Kenneth J. Maciolek, Attorney-in-Fac Jones	ct for Paul W.	02/10	/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).
- (1) The employee stock options were granted on 02/09/2009 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/09/2010.
- (2) The restricted stock units were granted on 02/09/2009 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/09/2012.

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.