

SMITH A O CORP
Form 4
April 24, 2009

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 *
Smith Family Trusts

2. Issuer Name and Ticker or Trading Symbol
SMITH A O CORP [AOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O SMITH INVESTMENT COMPANY, 11270 WEST PARK PLACE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MILWAUKEE, WI 53224

(City) (State) (Zip)

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 (D) Price			
Common Stock					4,734	D	(1)
Common Stock					2,649	I	See Note (2)
Common Stock	04/22/2009		J(3)	91,141 D (3)	14,670	I	See Note (4)
Common Stock	04/22/2009		D(5)	14,670 D (3)	0	I	See Note (4)

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)	8. Amount or Number of Shares
Class A Common Stock	(6)	04/22/2009		J(3)	471,597	(7) (6)	Common Stock	471,597
Class A Common Stock	(6)	04/22/2009		D(5)	75,909	(7) (6)	Common Stock	75,909
Phantom Stock	(6)					(10) (10)	Common Stock	10,413

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Family Trusts
C/O SMITH INVESTMENT COMPANY
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

X

Signatures

Bruce M. Smith as Representative for Smith Family Trusts

04/24/2009

__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) Shares held directly by one individual who was part of the Reporting Person until the Reporting Person disbanded upon consummation of the Merger described below.
- (2) Represents the indirect ownership of the Issuer's Common Stock by one individual who was part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").

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- (3) Represents the conversion of shares of SICO common stock into shares of Common Stock and Class A Common Stock of the Issuer pursuant to the merger of SICO with a subsidiary of the Issuer (the "Merger"). No consideration was paid or received except for the conversion of each SICO share into 0.463 shares of the Issuer's Common Stock and 2.396 shares of the Issuer's Class A Common Stock. Certain shares of the Issuer's Common Stock issued in the transaction are being held in escrow pursuant to the related merger agreement.
- (4) Represented the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (5) Represents a conversion in the Merger that was approved in advance by the Board of Directors of the Issuer on behalf of an individual who was part of the Reporting Person and is also a director of the Issuer.
- (6) None.
- (7) Convertible at any time.
- (8) Convertible on a 1-for-1 basis.
- (9) Represented the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (10) The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who was part of the Reporting Person made a deferral pursuant to the Plan.
- (11) Represents direct ownership of the Issuer's phantom stock by one individual who was part of the Reporting Person.

Remarks:

The Smith Family Trusts (the "Reporting Person") consisted of certain former shareholders of Smith Investment Company, a M

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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