

RETTLER STEVE W  
Form 4  
February 11, 2011

**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 \*  
RETTLER STEVE W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President - CD

(Last) (First) (Middle)  
A. O. SMITH  
CORPORATION, 11270 WEST  
PARK PLACE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2011

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	02/10/2011		M	16,050	A \$ 19.133	32,386	D
Common Stock	02/10/2011		M	6,750	D \$ 16.427	39,136	D
Common Stock	02/10/2011		S	100	D \$ 41.59	39,036	D
Common Stock	02/10/2011		S	100	D \$ 41.61	38,936	D
Common Stock	02/10/2011		S	300	D \$ 41.63	38,636	D

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Common Stock	02/10/2011	S	400	D	\$ 41.65	38,236	D
Common Stock	02/10/2011	S	600	D	\$ 41.66	37,636	D
Common Stock	02/10/2011	S	400	D	\$ 41.67	37,236	D
Common Stock	02/10/2011	S	100	D	\$ 41.68	37,136	D
Common Stock	02/10/2011	S	300	D	\$ 41.69	36,836	D
Common Stock	02/10/2011	S	300	D	\$ 41.7	36,536	D
Common Stock	02/10/2011	S	100	D	\$ 41.71	36,436	D
Common Stock	02/10/2011	S	300	D	\$ 41.72	36,136	D
Common Stock	02/10/2011	S	200	D	\$ 41.74	35,936	D
Common Stock	02/10/2011	S	200	D	\$ 41.75	35,736	D
Common Stock	02/10/2011	S	300	D	\$ 41.77	35,436	D
Common Stock	02/10/2011	S	100	D	\$ 41.78	35,336	D
Common Stock	02/10/2011	S	100	D	\$ 41.79	35,236	D
Common Stock	02/10/2011	S	200	D	\$ 41.81	35,036	D
Common Stock	02/10/2011	S	100	D	\$ 41.84	34,936	D
Common Stock	02/10/2011	S	300	D	\$ 41.85	34,636	D
Common Stock	02/10/2011	S	100	D	\$ 41.86	34,536	D
Common Stock	02/10/2011	S	100	D	\$ 41.88	34,436	D
Common Stock	02/10/2011	S	200	D	\$ 41.89	34,236	D
Common Stock	02/10/2011	S	500	D	\$ 41.9	33,736	D
	02/10/2011	S	200	D	\$ 41.91	33,536	D

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Common Stock							
Common Stock	02/10/2011	S	700	D	\$ 41.92	32,836	D
Common Stock	02/10/2011	S	200	D	\$ 41.93	32,636	D
Common Stock	02/10/2011	S	300	D	\$ 41.94	32,336	D
Common Stock	02/10/2011	S	400	D	\$ 41.96	31,936	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 19.33	02/10/2011		M	16,050 <u>(1)</u>	10/06/2004 10/07/2013	Common Stock 16,050
Employee Stock Options (Right to Buy)	\$ 16.427	02/10/2011		M	6,750 <u>(2)</u>	10/11/2005 10/12/2014	Common Stock 6,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RETTLER STEVE W  
A. O. SMITH CORPORATION  
11270 WEST PARK PLACE  
MILWAUKEE, WI 53224

Senior Vice President - CD

## Signatures

James F. Stern, Attorney-in-Fact for Steve W.  
Rettler

02/11/2011

\_\_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 10/07/2003, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.
- (2) The employee stock options were granted on 10/12/2004, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.

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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