

RETTLER STEVE W
Form 4
February 01, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RETTLER STEVE W

(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)

01/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior Vice President - CD

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	01/31/2012		M		5,700	A \$ 19.467	21,957	D	
Common Stock	01/31/2012		M		7,650	A \$ 25.837	29,607	D	
Common Stock	01/31/2012		S		600	D \$ 42.25	29,007	D	
Common Stock	01/31/2012		S		500	D \$ 42.26	28,507	D	
Common Stock	01/31/2012		S		300	D \$ 42.27	28,207	D	

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Common Stock	01/31/2012	S	400	D	\$ 42.28	27,807	D
Common Stock	01/31/2012	S	300	D	\$ 42.29	27,507	D
Common Stock	01/31/2012	S	645	D	\$ 42.3	26,862	D
Common Stock	01/31/2012	S	1,000	D	\$ 42.31	25,862	D
Common Stock	01/31/2012	S	500	D	\$ 42.32	25,362	D
Common Stock	01/31/2012	S	200	D	\$ 42.33	25,162	D
Common Stock	01/31/2012	S	400	D	\$ 42.34	24,762	D
Common Stock	01/31/2012	S	100	D	\$ 42.345	24,662	D
Common Stock	01/31/2012	S	1,300	D	\$ 42.35	23,362	D
Common Stock	01/31/2012	S	900	D	\$ 42.36	22,462	D
Common Stock	01/31/2012	S	100	D	\$ 42.365	22,362	D
Common Stock	01/31/2012	S	95	D	\$ 42.37	22,267	D
Common Stock	01/31/2012	S	300	D	\$ 42.38	21,967	D
Common Stock	01/31/2012	S	300	D	\$ 42.39	21,667	D
Common Stock	01/31/2012	S	1,600	D	\$ 42.4	20,067	D
Common Stock	01/31/2012	S	200	D	\$ 42.41	19,867	D
Common Stock	01/31/2012	S	100	D	\$ 42.42	19,767	D
Common Stock	01/31/2012	S	200	D	\$ 42.43	19,567	D
Common Stock	01/31/2012	S	500	D	\$ 42.44	19,067	D
Common Stock	01/31/2012	S	200	D	\$ 42.45	18,867	D
	01/31/2012	S	305	D	\$ 42.5	18,562	D

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Common
Stock

Common Stock	01/31/2012	S	200	D	\$ 42.51	18,362	D
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Common Stock	01/31/2012	S	200	D	\$ 42.52	18,162	D
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Common Stock	01/31/2012	S	200	D	\$ 42.53	17,962	D
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Common Stock	01/31/2012	S	200	D	\$ 42.65	17,762	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee Stock Options (Right to Buy)	\$ 19.467	01/31/2012		M	5,700 (1)	10/11/2006 10/11/2015	Common Stock	5,700
Employee Stock Options (Right to Buy)	\$ 25.837	01/31/2012		M	7,650 (2)	02/09/2008 02/09/2017	Common Stock	7,650

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

02/01/2012

__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 10/11/2005, 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 02/09/2007, under the A. O. Smith Combined 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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