

Heideman Robert J  
 Form 4  
 February 28, 2012

**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 \*  
 Heideman Robert J

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)

A. O. SMITH CORPORATE  
 TECHNOLOGY CENTER, 12100  
 WEST PARK PLACE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/28/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP Engineering & Tech.

(Street)

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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/28/2012		M	A	1,200	\$ 23.76	1,496 D
Common Stock	02/28/2012		M	A	3,300	\$ 19.003	4,796 D
Common Stock	02/28/2012		S	D	100	\$ 45.35	4,696 D
Common Stock	02/28/2012		S	D	100	\$ 45.352	4,596 D
Common Stock	02/28/2012		S	D	100	\$ 45.3706	4,496 D

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Common Stock	02/28/2012	S	600	D	\$ 45.38	3,896	D
Common Stock	02/28/2012	S	100	D	\$ 45.3805	3,796	D
Common Stock	02/28/2012	S	100	D	\$ 45.39	3,696	D
Common Stock	02/28/2012	S	100	D	\$ 45.42	3,596	D
Common Stock	02/28/2012	S	100	D	\$ 45.47	3,496	D
Common Stock	02/28/2012	S	200	D	\$ 45.5	3,296	D
Common Stock	02/28/2012	S	300	D	\$ 45.5003	2,996	D
Common Stock	02/28/2012	S	100	D	\$ 45.54	2,896	D
Common Stock	02/28/2012	S	900	D	\$ 45.63	1,996	D
Common Stock	02/28/2012	S	100	D	\$ 45.632	1,896	D

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.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 23.76	02/28/2012		M	1,200 <u>(1)</u>	02/11/2009	02/11/2018	Common Stock	1,200

(Right to Buy)

Employee Stock

Options	\$ 19.003	02/28/2012	M	3,300 <u>(2)</u>	02/09/2010	02/09/2019	Common Stock	3,300
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heideman Robert J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE, WI 53224			Senior VP Engineering & Tech.	

## Signatures

James F. Stern, Attorney-in-Fact for Robert J. Heideman	02/28/2012
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\_\_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 02/11/2008, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) 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.

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.