

SMITH A O CORP  
Form 8-K  
September 15, 2006

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 15, 2006

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## A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-475**  
(Commission File Number)

**39-0619790**  
(IRS Employer

Identification No.)

**P.O. Box 245008, Milwaukee, Wisconsin 53224-9508**

(Address of principal executive offices, including zip code)

**(414) 359-4000**

(Registrant's telephone number)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry Into a Material Definitive Agreement

On July 11, 2006, A. O. Smith Corporation's Board of Directors, upon recommendation of the Nominating and Governance Committee, changed the compensation payable to non-employee directors, effective immediately, as described below.

The annual retainer paid to a director was increased to \$95,000, with \$35,000 of that amount payable quarterly in advance in cash and \$60,000 payable in A. O. Smith Corporation Common Stock. The board and committees' meeting fees remain unchanged at \$1,500 per meeting, with the exception of the Investment Policy Committee meeting fee, which remains unchanged at \$3,000 per meeting, \$500 for each telephonic meeting, and \$1,500 for the new director orientation meeting fee. The annual retainer for Audit Committee members was increased to \$5,000, and the annual retainer for the members of the Investment Policy Committee, Nominating and Governance Committee and Personnel and Compensation Committee remains at \$3,000. The annual retainer for the Audit Committee chairperson was increased to \$7,000, and the annual retainer for the Investment Policy Committee, Nominating and Governance Committee and Personnel and Compensation Committee chairpersons was increased to \$5,000.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A. O. SMITH CORPORATION**

Date: September 15, 2006

By: /s/ W. David Romoser  
W. David Romoser

Senior Vice President,

General Counsel and Secretary