

BISHOP CHARLES J  
 Form 4  
 May 27, 2005

**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 \*  
**BISHOP CHARLES J**

(Last) (First) (Middle)

A. O. SMITH CORPORATE  
 TECHNOLOGY CENTER, 12100  
 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)  
**05/26/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/26/2005		M			9,750	A	\$ 16.667	27,241	D	
Common Stock	05/26/2005		M			10,350	A	\$ 16.333	37,591	D	
Common Stock	05/26/2005		S			9,300	D	\$ 30.6	28,291	D	
Common Stock	05/26/2005		S			5,000	D	\$ 30.62	23,291	D	
Common Stock	05/26/2005		S			100	D	\$ 30.63	23,191	D	

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Common Stock	05/26/2005	S	5,000	D	\$ 30.64	18,191	D
Common Stock	05/26/2005	S	300	D	\$ 30.65	17,891	D
Common Stock	05/26/2005	S	400	D	\$ 30.72	17,491	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 16.667	05/26/2005		M	9,750	10/09/1996	10/10/2005	Common Stock	9,750
Employee Stock Options (Right to Buy)	\$ 16.333	05/26/2005		M	10,350	10/07/1997	10/08/2006	Common Stock	10,350

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BISHOP CHARLES J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE,, WI 53224			Vice President	

## Signatures

W. David Romoser, Attorney-in-Fact for Charles J.  
Bishop

05/27/2005

\_\_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) Options were granted under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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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