

RETTLER STEVE W  
Form 4  
February 01, 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 \*  
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  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President - CD

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/31/2012		M	A	\$ 19.467	21,957	D
Common Stock	01/31/2012		M	A	\$ 25.837	29,607	D
Common Stock	01/31/2012		S	D	\$ 42.25	29,007	D
Common Stock	01/31/2012		S	D	\$ 42.26	28,507	D
Common Stock	01/31/2012		S	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
Common Stock	01/31/2012		S	200	D	\$ 42.52	18,162 D
Common Stock	01/31/2012		S	200	D	\$ 42.53	17,962 D
Common Stock	01/31/2012		S	200	D	\$ 42.65	17,762 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 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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. 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.