JONES PAUL W
Form 4
April 27, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES PAUL 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)
04/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

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	04/26/2012		M		61,650	A	$ 21.34	217,594	D	
Common Stock	04/26/2012		S		343	D	$ 47.51	217,251	D	
Common Stock	04/26/2012		S		300	D	$ 47.53	216,951	D	
Common Stock	04/26/2012		S		600	D	$ 47.54	216,351	D	
Common Stock	04/26/2012		S		3,100	D	$ 47.55	213,251	D	

Common Stock	04/26/2012	S	1,100	D	$ 47.56	212,151	D
Common Stock	04/26/2012	S	2,300	D	$ 47.57	209,851	D
Common Stock	04/26/2012	S	2,500	D	$ 47.58	207,351	D
Common Stock	04/26/2012	S	2,167	D	$ 47.59	205,184	D
Common Stock	04/26/2012	S	2,300	D	$ 47.6	202,884	D
Common Stock	04/26/2012	S	8,005	D	$ 47.61	194,879	D
Common Stock	04/26/2012	S	3,450	D	$ 47.62	191,429	D
Common Stock	04/26/2012	S	3,550	D	$ 47.63	187,879	D
Common Stock	04/26/2012	S	1,599	D	$ 47.64	186,280	D
Common Stock	04/26/2012	S	1,300	D	$ 47.65	184,980	D
Common Stock	04/26/2012	S	1,836	D	$ 47.66	183,144	D
Common Stock	04/26/2012	S	1,800	D	$ 47.67	181,344	D
Common Stock	04/26/2012	S	2,600	D	$ 47.68	178,744	D
Common Stock	04/26/2012	S	1,880	D	$ 47.69	176,864	D
Common Stock	04/26/2012	S	1,400	D	$ 47.7	175,464	D
Common Stock	04/26/2012	S	1,380	D	$ 47.71	174,084	D
Common Stock	04/26/2012	S	900	D	$ 47.72	173,184	D
Common Stock	04/26/2012	S	400	D	$ 47.73	172,784	D
Common Stock	04/26/2012	S	3,800	D	$ 47.74	168,984	D
Common Stock	04/26/2012	S	2,900	D	$ 47.75	166,084	D
	04/26/2012	S	500	D		165,584	D

Common Stock							$ 47.76			
Common Stock	04/26/2012		S		540	D	$ 47.77	165,044	D	
Common Stock	04/26/2012		S		784	D	$ 47.78	164,260	D	
Common Stock	04/26/2012		S		300	D	$ 47.79	163,960	D	
Common Stock	04/26/2012		S		300	D	$ 47.8	163,660	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 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)	$ 21.34	04/26/2012		M			61,650 (1)	11/05/2009	11/05/2018	Common Stock	61,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES PAUL W A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	X		Chairman and CEO	

Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones	04/27/2012
**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 11/05/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

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