

SMITH A O CORP
Form 4
February 28, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KITA JOHN J

(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)
02/27/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
V.P., Treasurer & Controller

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 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	02/27/2006		M		6,300	A	\$ 27.25	18,097 D
Common Stock	02/27/2006		M		9,700	A	\$ 18.313	27,797 D
Common Stock	02/27/2007		S		400	D	\$ 46.75	27,397 D
Common Stock	02/27/2006		S		1,100	D	\$ 46.76	26,297 D
Common Stock	02/27/2006		S		1,600	D	\$ 46.77	24,697 D

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Common Stock	02/27/2006	S	700	D	\$ 46.78	23,997	D
Common Stock	02/27/2006	S	500	D	\$ 46.79	23,497	D
Common Stock	02/27/2006	S	1,400	D	\$ 46.8	22,097	D
Common Stock	02/27/2006	S	1,500	D	\$ 46.81	20,597	D
Common Stock	02/27/2006	S	300	D	\$ 46.83	20,297	D
Common Stock	02/27/2006	S	600	D	\$ 46.84	19,697	D
Common Stock	02/27/2006	S	400	D	\$ 46.85	19,297	D
Common Stock	02/27/2006	S	900	D	\$ 46.87	18,397	D
Common Stock	02/27/2006	S	3,200	D	\$ 46.88	15,197	D
Common Stock	02/27/2006	S	1,700	D	\$ 46.89	13,497	D
Common Stock	02/27/2006	S	1,700	D	\$ 46.9	11,797	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
	\$ 27.25	02/27/2006		M		6,300		10/06/1998	10/07/2007		6,300

Common
Stock

Employee
Stock
Options
(Right to
Buy) (2)

M

9,700

10/05/1999

10/06/2008

Common
Stock

9,700

Reporting Owners

Relationships

10% Owner

Officer

Other

V.P., Treasurer & Controller

Signatures

02/28/2006

Date _____

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Granted on 10/07/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/06/1998 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

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