

COLE MICHAEL J  
Form 4  
May 22, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
COLE MICHAEL J

(Last) (First) (Middle)

A. O. SMITH (CHINA)  
INVESTMENT CO., LTD., NO. 49  
SOUTH ZHONGSHAN RD., 46TH  
FLOOR

(Street)

NANJING, F4 210005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SMITH A O CORP [AOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2007

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 - Asia

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)
				(A) or (D)	Price		
Common Stock	05/21/2007		M	V	7,950 A \$ 27.25	21,192	D
Common Stock	05/21/2007		S		6,000 D \$ 39.2	15,192	D
Common Stock	05/21/2007		S		500 D \$ 39.21	14,692	D
Common Stock	05/21/2007		S		500 D \$ 39.22	14,192	D
	05/21/2007		S		500 D	13,692	D

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Common Stock					\$	39.23	
Common Stock	05/21/2007		S	450	D	\$	13,242 D
						39.28	

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)			
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)					
Employee Stock Options (Right to Buy) <sup>(1)</sup>	\$ 27.25	05/21/2007		M	7,950	10/06/1998 10/07/2007	Common Stock		7,950	

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLE MICHAEL J A. O. SMITH (CHINA) INVESTMENT CO., LTD. NO. 49 SOUTH ZHONGSHAN RD., 46TH FLOOR NANJING, F4 210005	Vice President - Asia

**Signatures**

Kenneth J. Maciolek, Attorney-in-Fact for Michael J. Cole  
05/22/2007

\_\_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 on 10/07/1997 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. 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.