

MASSA RONALD E
Form 4
May 22, 2007

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 *
MASSA RONALD E

(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)
05/21/2007

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)
Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/21/2007 | | M | 23,400 | A \$ 18.313 | 51,006 | D |
| Common Stock | 05/21/2007 | | M | 26,900 | A \$ 26.88 | 77,906 | D |
| Common Stock | 05/21/2007 | | S | 21,801 | D \$ 39 | 56,105 | D |
| Common Stock | 05/21/2007 | | S | 399 | D \$ 39.01 | 55,706 | D |
| Common Stock | 05/21/2007 | | S | 3,200 | D \$ 39.02 | 52,506 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/21/2007 | S | 1,500 | D | \$ 39.03 | 51,006 | D |
| Common Stock | 05/21/2007 | S | 100 | D | \$ 39.04 | 50,906 | D |
| Common Stock | 05/21/2007 | S | 900 | D | \$ 39.05 | 50,006 | D |
| Common Stock | 05/21/2007 | S | 400 | D | \$ 39.06 | 49,606 | D |
| Common Stock | 05/21/2007 | S | 200 | D | \$ 39.07 | 49,406 | D |
| Common Stock | 05/21/2007 | S | 3,100 | D | \$ 39.08 | 46,306 | D |
| Common Stock | 05/21/2007 | S | 3,800 | D | \$ 39.09 | 42,506 | D |
| Common Stock | 05/21/2007 | S | 100 | D | \$ 39.1 | 42,406 | D |
| Common Stock | 05/21/2007 | S | 900 | D | \$ 39.11 | 41,506 | D |
| Common Stock | 05/21/2007 | S | 400 | D | \$ 39.12 | 41,106 | D |
| Common Stock | 05/21/2007 | S | 1,800 | D | \$ 39.13 | 39,306 | D |
| Common Stock | 05/21/2007 | S | 1,498 | D | \$ 39.14 | 37,808 | D |
| Common Stock | 05/21/2007 | S | 602 | D | \$ 39.15 | 37,206 | D |
| Common Stock | 05/21/2007 | S | 1,100 | D | \$ 39.16 | 36,106 | D |
| Common Stock | 05/21/2007 | S | 100 | D | \$ 39.17 | 36,006 | D |
| Common Stock | 05/21/2007 | S | 1,400 | D | \$ 39.18 | 34,606 | D |
| Common Stock | 05/21/2007 | S | 600 | D | \$ 39.19 | 34,006 | D |
| Common Stock | 05/21/2007 | S | 1,900 | D | \$ 39.2 | 32,106 | D |
| Common Stock | 05/21/2007 | S | 700 | D | \$ 39.21 | 31,406 | D |
| Common Stock | 05/21/2007 | S | 100 | D | \$ 39.24 | 31,306 | D |
| | 05/21/2007 | S | 500 | D | \$ 39.25 | 30,806 | D |

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| | | | | | | | |
|--------------|------------|--|---|-----|---|----------|----------|
| Common Stock | | | | | | | |
| Common Stock | 05/21/2007 | | S | 500 | D | \$ 39.26 | 30,306 D |
| Common Stock | 05/21/2007 | | S | 300 | D | \$ 39.27 | 30,006 D |
| Common Stock | 05/21/2007 | | S | 100 | D | \$ 39.3 | 29,906 D |
| Common Stock | 05/21/2007 | | S | 500 | D | \$ 39.31 | 29,406 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) ⁽¹⁾ | \$ 18.313 | 05/21/2007 | | M | 23,400 | 10/05/1999 10/06/2008 | Common Stock 23,400 |
| Employee Stock Options (Right to Buy) ⁽²⁾ | \$ 26.88 | 05/21/2007 | | M | 26,900 | 10/10/2003 10/11/2012 | Common Stock 26,900 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MASSA RONALD E
A. O. SMITH CORPORATE TECHNOLOGY CENTER
12100 WEST PARK PLACE
MILWAUKEE, WI 53224

Executive
Vice
President

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Ronald E.
Massa

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 10/06/1998 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (2) Options were granted on 10/11/2002 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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