

SMITH A O CORP  
Form 4  
October 21, 2009

**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 \*  
**BEDNAR RANDALL S**

(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)  
**10/20/2009**

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 - CIO**

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	10/20/2009		M	19,300	A \$ 15.135	26,216	D
Common Stock	10/20/2009		M	11,200	A \$ 26.88	37,416	D
Common Stock	10/20/2009		M	10,700	A \$ 28.7	48,116	D
Common Stock	10/20/2009		S	11,881	D \$ 43.5	36,235	D
Common Stock	10/20/2009		S	900	D \$ 43.51	35,335	D

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Common Stock	10/20/2009	S	418	D	\$ 43.52	34,917	D
Common Stock	10/20/2009	S	700	D	\$ 43.53	34,217	D
Common Stock	10/20/2009	S	400	D	\$ 43.54	33,817	D
Common Stock	10/20/2009	S	2,305	D	\$ 43.55	31,512	D
Common Stock	10/20/2009	S	2,100	D	\$ 43.56	29,412	D
Common Stock	10/20/2009	S	1,995	D	\$ 43.57	27,417	D
Common Stock	10/20/2009	S	400	D	\$ 43.58	27,017	D
Common Stock	10/20/2009	S	500	D	\$ 43.59	26,517	D
Common Stock	10/20/2009	S	900	D	\$ 43.6	25,617	D
Common Stock	10/20/2009	S	200	D	\$ 43.61	25,417	D
Common Stock	10/20/2009	S	500	D	\$ 43.62	24,917	D
Common Stock	10/20/2009	S	1,894	D	\$ 43.63	23,023	D
Common Stock	10/20/2009	S	600	D	\$ 43.64	22,423	D
Common Stock	10/20/2009	S	500	D	\$ 43.65	21,923	D
Common Stock	10/20/2009	S	400	D	\$ 43.66	21,523	D
Common Stock	10/20/2009	S	300	D	\$ 43.67	21,223	D
Common Stock	10/20/2009	S	300	D	\$ 43.68	20,923	D
Common Stock	10/20/2009	S	272	D	\$ 43.69	20,651	D
Common Stock	10/20/2009	S	400	D	\$ 43.7	20,251	D
Common Stock	10/20/2009	S	300	D	\$ 43.71	19,951	D
	10/20/2009	S	1,000	D	\$ 43.72	18,951	D

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Common Stock							
Common Stock	10/20/2009	S	2,300	D	\$ 43.73	16,651	D
Common Stock	10/20/2009	S	600	D	\$ 43.74	16,051	D
Common Stock	10/20/2009	S	500	D	\$ 43.75	15,551	D
Common Stock	10/20/2009	S	1,100	D	\$ 43.76	14,451	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) <sup>(1)</sup>	\$ 15.135	10/20/2009		M	19,300	10/08/2002	10/09/2011	Common Stock	19,300
Employee Stock Options (Right to Buy) <sup>(2)</sup>	\$ 26.88	10/20/2009		M	11,200	10/10/2003	10/11/2012	Common Stock	11,200
Employee Stock Options (Right to Buy) <sup>(3)</sup>	\$ 28.7	10/20/2009		M	10,700	10/06/2004	10/07/2013	Common Stock	10,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEDNAR RANDALL S A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Senior Vice President - CIO	

## Signatures

James F. Stern, Attorney-in-Fact for Randall S. Bednar	10/21/2009
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\_\_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) Granted on 10/09/2001 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/11/2002 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (3) Granted on 10/07/2003 under the A. O. Smith Combined Executive 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.

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