

SMITH BRUCE M
Form 5
February 03, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SMITH BRUCE M

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SMITH INVESTMENT COMPANY LLC, 11270 WEST PARK PLACE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

MILWAUKEE, WI 53224

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) Amount (D) Price	3,973 ⁽¹⁾	D ⁽²⁾	
Common Stock	12/27/2010		G	670 D \$ 0	19,596 ⁽³⁾	I	In trust ⁽⁴⁾

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)	8. Price			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
						(A)	(D)				
Phantom Stock	\$ 0	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock	0	Â
Class A Common Stock	\$ 0 (7)	Â	Â	Â	Â	Â	Â (8)	Â (9)	Common Stock	0	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRUCE M SMITH INVESTMENT COMPANY LLC 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Â	X	Â	Â

Signatures

Bruce M. Smith 02/03/2011

 **Signature of Date
Reporting Person

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) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's ownership of 1,324 additional shares of common stock.
- (2) Shares deferred under the A. O. Smith Corporation Directors' Deferred Compensation Plan.
- (3) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 6,755 additional shares of common stock.
- (4) The reporting person beneficially owns these shares as settlor of a revocable family trust.
- (5) The Plan permits the participant/receipt to defer receipt of the award, and Mr. Smith has made a deferral.

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- (6) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for 2, resulting in 6,032 additional shares of Phantom Stock. The Phantom Stock receives a quarterly dividend. The total amount of the dividends received in 2010 was 215 shares of Phantom Stock.
- (7) 1 for 1
- (8) Convertible at any time.
- (9) None.
- (10) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 39,054 additional shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.