

Anderson Stephen
 Form 3
 October 17, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Å Anderson Stephen</p> <p>(Last) (First) (Middle)</p> <p>A. O. SMITH WATER PRODUCTS COMPANY, Å 500 TENNESSEE WALTZ PARKWAY</p> <p>(Street)</p> <p>ASHLAND CITY, Å TN Å 37015</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH A O CORP [AOS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner ____ Officer <u> X </u> Other (give title below) (specify below) Designated Section 16 Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><u> X </u> Form filed by One Reporting Person</p> <p>____ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (1)	Â (1)	Common Stock	9,901	\$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	3,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Stephen A. O. SMITH WATER PRODUCTS COMPANY 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015	Â	Â	Â	Designated Section 16 Officer

Signatures

James F. Stern, Attorney-in-Fact for Stephen Anderson 10/17/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 3,450 employee stock options were granted on 02/11/2008 and became exercisable in three annual installments of 1/3 of the award starting on 02/11/2009. 2,299 stock options were previously exercised and 1,151 are outstanding; 5,850 employee stock options were granted on 02/09/2009 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2010. 1,950 stock options were previously exercised and 3,900 are outstanding; 2,850 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award starting on 02/08/2011; 2,000 employee stock options were granted on 02/07/2011 and become exercisable in three annual installments of 1/3 of the award starting on 02/07/2012. All employee stock options expire ten years after the date of the award.

(2) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,650 restricted stock units were granted on 02/09/2009; 1,050 restricted stock units were granted on 02/08/2010; and 800 restricted stock units were granted on 02/07/2011. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.

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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