

JONES PAUL W  
Form 4  
February 02, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
JONES PAUL W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

A. O. SMITH  
CORPORATION, 11270 WEST  
PARK PLACE

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53224

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/01/2012		S	2,700	D \$ 43.52	208,957	D
Common Stock	02/01/2012		S	4,100	D \$ 43.53	204,857	D
Common Stock	02/01/2012		S	3,400	D \$ 43.54	201,457	D
Common Stock	02/01/2012		S	116	D \$ 43.545	201,341	D
Common Stock	02/01/2012		S	1,000	D \$ 43.55	200,341	D

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Common Stock	02/01/2012	S	3,500	D	\$ 43.56	196,841	D
Common Stock	02/01/2012	S	1,100	D	\$ 43.57	195,741	D
Common Stock	02/01/2012	S	5,000	D	\$ 43.58	190,741	D
Common Stock	02/01/2012	S	5,200	D	\$ 43.59	185,541	D
Common Stock	02/01/2012	S	2,135	D	\$ 43.6	183,406	D
Common Stock	02/01/2012	S	5,499	D	\$ 43.6	177,907	D
Common Stock	02/01/2012	S	100	D	\$ 43.605	177,807	D
Common Stock	02/01/2012	S	5,366	D	\$ 43.61	172,441	D
Common Stock	02/01/2012	S	100	D	\$ 43.615	172,341	D
Common Stock	02/01/2012	S	4,099	D	\$ 43.62	168,242	D
Common Stock	02/01/2012	S	400	D	\$ 43.625	167,842	D
Common Stock	02/01/2012	S	4,000	D	\$ 43.63	163,842	D
Common Stock	02/01/2012	S	1,900	D	\$ 43.64	161,942	D
Common Stock	02/01/2012	S	1,400	D	\$ 43.65	160,542	D
Common Stock	02/01/2012	S	3,001	D	\$ 43.66	157,541	D
Common Stock	02/01/2012	S	200	D	\$ 43.663	157,341	D
Common Stock	02/01/2012	S	1,392	D	\$ 43.67	155,949	D
Common Stock	02/01/2012	S	200	D	\$ 43.675	155,749	D
Common Stock	02/01/2012	S	6,650	D	\$ 43.68	149,099	D
Common Stock	02/01/2012	S	10,200	D	\$ 43.69	138,899	D
	02/01/2012	S	7,111	D	\$ 43.7	131,788	D

Common  
Stock

Common Stock 02/01/2012 S 2,413 D \$ 43.71 129,375 D

Common Stock 02/01/2012 S 100 D \$ 43.73 129,275 D

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

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SEC 1474  
(9-02)

**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES PAUL W A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	X		Chairman and CEO	

## Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones 02/02/2012

\_\_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).

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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