

KITA JOHN J
Form 4
May 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 *
KITA JOHN J

(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)
05/01/2012

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 & CFO

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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/01/2012		M	A	\$ 19.467 25,944	D	
Common Stock	05/01/2012		M	A	\$ 25.837 33,594	D	
Common Stock	05/01/2012		S	D	\$ 48.32 33,544	D	
Common Stock	05/01/2012		S	D	\$ 48.3201 33,344	D	
Common Stock	05/01/2012		S	D	\$ 48.33 32,244	D	

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Common Stock	05/01/2012	S	100	D	\$ 48.3301	32,144	D
Common Stock	05/01/2012	S	400	D	\$ 48.341	31,744	D
Common Stock	05/01/2012	S	400	D	\$ 48.345	31,344	D
Common Stock	05/01/2012	S	800	D	\$ 48.35	30,544	D
Common Stock	05/01/2012	S	300	D	\$ 48.351	30,244	D
Common Stock	05/01/2012	S	1,000	D	\$ 48.355	29,244	D
Common Stock	05/01/2012	S	300	D	\$ 48.36	28,944	D
Common Stock	05/01/2012	S	100	D	\$ 48.37	28,844	D
Common Stock	05/01/2012	S	1,900	D	\$ 48.38	26,944	D
Common Stock	05/01/2012	S	112	D	\$ 48.39	26,832	D
Common Stock	05/01/2012	S	400	D	\$ 48.4	26,432	D
Common Stock	05/01/2012	S	500	D	\$ 48.41	25,932	D
Common Stock	05/01/2012	S	200	D	\$ 48.415	25,732	D
Common Stock	05/01/2012	S	100	D	\$ 48.42	25,632	D
Common Stock	05/01/2012	S	100	D	\$ 48.43	25,532	D
Common Stock	05/01/2012	S	200	D	\$ 48.48	25,332	D
Common Stock	05/01/2012	S	100	D	\$ 48.5	25,232	D
Common Stock	05/01/2012	S	300	D	\$ 48.53	24,932	D
Common Stock	05/01/2012	S	700	D	\$ 48.58	24,232	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)

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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)	\$ 19.467	05/01/2012		M	5,700 (1)	10/11/2006	10/11/2015			Common Stock	5,700
Employee Stock Options (Right to Buy)	\$ 25.837	05/01/2012		M	7,650 (2)	02/09/2008	02/09/2017			Common Stock	7,650

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITA JOHN J A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Executive Vice President & CFO	

Signatures

James F. Stern, Attorney-in-Fact for Steve W. Rettler
Date: 05/02/2012

__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).

(1)

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The employee stock option were granted on 10/11/2005, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.

- (2) The employee stock options were granted on 02/09/2007, under the A. O. Smith Combined 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. 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.