FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO | DVAL |
|------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burd | len |
| hours per response: | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* OTOOLE ROBERT J | | | | | | 2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS] | | | | | | | | k all app | olicable) | g Person(s) to I 10% (| Ssuer Owner |
|--|--|---|---|---|--|---|--|---|--|---|--|---|--|---|--|--|---|
| (Last) (First) (Middle) 2401 WEST CEDAR LANE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/20/2006 | | | | | | | | | | | | (specify |
| Street) RIVER HILLS WI 53217 City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | ′ | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| Date | | | | | Execution ay/Year) if any | | n Date, Tra | | Transaction Disposed O | | | | | Secur Benef Owne | ities icially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | | Code | v | Amount | (A) (D) | or P | rice | Trans | action(s) | | (|
| Common Stock 07/20/2 | | | | | | 2006 | | A | | 665(1) | I | \$ | 45.145 | 3. | 41,086 | D | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Year) Execution Date, if any (Month/Day/Year) | | | Transaction Code (Instr. 8) | | Expiration I (Month/Day squired) or sposed (D) sstr. 3, 4 d 5) | | on Dai | ee ear) | Amount or Number of | | Der Sec (Ins | ivative urity | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | (Fi EST CEDA) HILLS W (Si Security (Inst Stock | (First) (I EST CEDAR LANE HILLS WI 5 (State) (3 Table Security (Instr. 3) Stock Ta 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) EST CEDAR LANE HILLS WI 53217 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Table II - L (Conversion or Exercise Price of Derivative Price of Derivative Security (Month/Day/Year) | (First) (Middle) EST CEDAR LANE HILLS WI 53217 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transa Date (Month/D Stock 07/20/ Table II - Derivati (e.g., pt. 2. Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) if any (Month/Day/Year) | (First) (Middle) SST CEDAR LANE HILLS WI 53217 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Language of the conversion of Exercise Price of Derivative (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Month/Day/Year) Stock 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) | (First) (Middle) 3. Date of O7/20/20 4. If Amen Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, calls, if any of Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date of O7/20/20 4. If Amen A Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) Stock 2. Transaction Code (Instr. 8) | (First) (Middle) ST CEDAR LANE Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 3. Date of Earlies 07/20/2006 4. If Amendment 2A. Deem Execution if any (Month/Day (Month/Day (Month/Day (Month/Day (Month/Day (A) o Disport of (Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies 07/20/2006 4. If Amendment 2A. Deem Cxecution Cxecution Date (if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Date of Earlies 07/20/2006 4. If Amendment 2A. Deem Cxecution C | (First) (Middle) 3. Date of Earliest Trans 07/20/2006 3. Date of Earliest Trans 07/20/2006 4. If Amendment, Date of Execution Date of Execution Date, if any (Month/Day/Year) 2. Transaction Date (E.g., puts, calls, warrants, and concerning to Exercise Price of Derivative Security 3. Date of Earliest Trans 07/20/2006 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) 4. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, and solve the Execution Date, if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (First) (Middle) ST CEDAR LANE Table I - Non-Derivative Securities Acquired Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) | (First) (Middle) SST CEDAR LANE A If Amendment, Date of Original Filed (State) (Zip) Table I - Non-Derivative Securities Acquired, Diste (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Date Date | (First) (Middle) SST CEDAR LANE Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Table II - Derivative Securities Acquired Date (Instr. 3) Date Execution Date (Instr. 3) Expiration Date (Instr. 3) Date Expiration Date (Instr. 3) | (First) (Middle) SST CEDAR LANE 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Earliest (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Earliest (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Stock 07/20/2006 A 1 665(1) A Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) 2. Conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date (execution Date) (Instr. Securities Acquired (A) or Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. Securities Acquired (Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Date (Month/Day/Year) 2. Code (Instr. Securities Acquired (A) or Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Be (Expiration Date (Month/Day/Year) (Month/Day/Year) 4. Stock (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (First) (Middle) SST CEDAR LANE 3. Date of Earliest Transaction (Month/Day/Year) (07/20/2006 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, Worth Code (Instr. 8)) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Exercise of Derivative Security (Month/Day/Year) Stock 5. Number of Code (Instr. (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Code (Instr. (Month/Day/Year) (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Derivative Securities Acquired (A) or Deriv | (First) (Middle) SST CEDAR LANE 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Only (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Only (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Only (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed of, or Beneficially Only (Line) (Line) A securities Acquired (A) or Disposed | STOCK Code (Instr. 3) Stock Code (Instr. 3) Stock Code (Instr. 3) Stock Code (Instr. 3) Code (Instr. 3) Conversion or Exercise Date (Month/Day/Year) Conversion or Exercise Date (Month/Day/Year) Conversion or Exercise Date (Month/Day/Year) Code (Instr. 3) Code (Instr. 4) Code (Instr. 5) Code (Instr. 5) Code (Instr. 5) Code (Instr. 6) Code (Instr. 6) | STOCE A STOC | (First) (Middle) ST CEDAR LANE A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 07/20/2006 A 665(1) A \$45.145 341,086 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 07/20/2006 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock 07/20/2006 A 665(1) A \$45.145 341,086 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Transaction (Month/Day/Year) 5. Number of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Oate (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Oate (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction(s) (instr. 4) 4. Transaction(s) (instr. 4) 5. Number of Dark (instr. 4) 5. Number of Dark (instr. 4) 5. Date Exercisable and of (b) (instr. 5) 5. Date Exercisable and or or Dark (instr. 4) 5. Date Exercisable and or or Dark (instr. 4) 6. Date Exercisable and or or Dark (instr. 4) 8. Price of Dark (instr. 4) 8. Price of Dark (instr. 4) 9. Owned Security (instr. 3) 9. Owned Security (instr. 3) 9. Owned Security (instr. 3) 9. Owned Security (instr. 4) 9. |

Explanation of Responses:

1. Payment of portion of retainer in stock under the A. O. Smith Corporation Directors' Compensation Plan.

Remarks:

Kenneth J. Maciolek, Attorney- 07/20/2006 in-Fact for Robert J. O'Toole

** Signature of Reporting Person Date

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

- * 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.