

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>JONES PAUL W</u>  (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 <u>SMITH A O CORP [ AOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chair, Pres. and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/21/2009		M		25,500	A	\$24.64	90,044	D	
Common Stock	10/21/2009		M		13,500	A	\$29.2	103,544	D	
Common Stock	10/21/2009		S		800	D	\$43.9	102,744	D	
Common Stock	10/21/2009		S		200	D	\$43.91	102,544	D	
Common Stock	10/21/2009		S		1,400	D	\$43.92	101,144	D	
Common Stock	10/21/2009		S		100	D	\$43.93	101,044	D	
Common Stock	10/21/2009		S		100	D	\$43.94	100,944	D	
Common Stock	10/21/2009		S		500	D	\$43.95	100,444	D	
Common Stock	10/21/2009		S		1,400	D	\$43.96	99,044	D	
Common Stock	10/21/2009		S		400	D	\$43.97	98,644	D	
Common Stock	10/21/2009		S		1,100	D	\$43.98	97,544	D	
Common Stock	10/21/2009		S		1,100	D	\$43.99	96,444	D	
Common Stock	10/21/2009		S		1,000	D	\$44	95,444	D	
Common Stock	10/21/2009		S		1,000	D	\$44.01	94,444	D	
Common Stock	10/21/2009		S		300	D	\$44.02	94,144	D	
Common Stock	10/21/2009		S		1,100	D	\$44.03	93,044	D	
Common Stock	10/21/2009		S		1,400	D	\$44.04	91,644	D	
Common Stock	10/21/2009		S		3,600	D	\$44.05	88,044	D	
Common Stock	10/21/2009		S		5,000	D	\$44.06	83,044	D	
Common Stock	10/21/2009		S		2,200	D	\$44.07	80,844	D	
Common Stock	10/21/2009		S		1,400	D	\$44.08	79,444	D	
Common Stock	10/21/2009		S		3,700	D	\$44.09	75,744	D	
Common Stock	10/21/2009		S		3,300	D	\$44.1	72,444	D	
Common Stock	10/21/2009		S		900	D	\$44.11	71,544	D	
Common Stock	10/21/2009		S		1,100	D	\$44.12	70,444	D	
Common Stock	10/21/2009		S		900	D	\$44.13	69,544	D	
Common Stock	10/21/2009		S		1,500	D	\$44.14	68,044	D	
Common Stock	10/21/2009		S		400	D	\$44.15	67,644	D	
Common Stock	10/21/2009		S		800	D	\$44.16	66,844	D	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/21/2009		S		200	D	\$44.17	66,644	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (Right to Buy) <sup>(1)</sup>	\$24.64	10/21/2009		M			25,500	10/11/2005	10/12/2014	Common Stock	25,500	\$0	132,167	D	
Employee Stock Options (Right to Buy) <sup>(2)</sup>	\$29.2	10/21/2009		M			13,500	(2)	10/11/2015	Common Stock	13,500	\$0	118,667	D	

**Explanation of Responses:**

- Granted on 10/12/2004 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- Granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The shares became exercisable in three annual installments of 1/3 of the award starting on 10/10/2006.

**Remarks:**

James F. Stern, Attorney-in-Fact for Paul W. Jones      10/23/2009

\*\* 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.

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