

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | Fully Owned | | | |
|---|--|--------------------------------------|--|------|---|-----|--------|------------------|-----------------|--|--|--|---|--|
| 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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | 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) |
| | | | | | | | | | | | | | | |
| Employee Stock Options (Right to Buy) ⁽¹⁾ | \$18.313 | 02/10/2006 | | M | | | 91,700 | 10/05/1999 | 10/06/2008 | Common Stock | \$0 | 523,850 | D | |

Explanation of Responses:

1. Granted on 10/06/1998 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

Kenneth J. Maciolek, Attorney-in-Fact for Robert J. O'Toole 02/14/2006

** 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.