
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 15, 2013

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

11270 West Park Place, Milwaukee, Wisconsin 53224-9508
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

A. O. Corporation (the “Company”) held its Annual Meeting of Stockholders on April 15, 2013 for the purposes of the election of the Company’s Board of Directors, to hold an advisory vote to approve the compensation of our named executive officers, to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013, to approve an amendment to our Amended and Restated Certificate of Incorporation to increase authorized shares of Common Stock and to approve an amendment to our Amended and Restated Certificate of Incorporation to decrease authorized shares of Class A Common Stock.

The voting results for the election of the Company’s Board of Directors were as follows:

<u>Class A Common Stock Directors</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Vote</u>
Ronald D. Brown	6,471,841	228	0
Paul W. Jones	6,471,841	228	0
Ajita G. Rajendra	6,471,841	228	0
Mathias F. Sandoval	6,471,841	228	0
Bruce M. Smith	6,471,841	228	0
Mark D. Smith	6,471,571	498	0

<u>Common Stock Directors</u>	<u>For</u>	<u>Authority Withheld</u>	<u>Broker Non-Vote</u>
Gloster B. Current, Jr.	33,297,454	251,025	2,511,598
William P. Greubel	32,871,733	676,746	2,511,598
Idelle K. Wolf	33,291,368	257,111	2,511,598
Gene C. Wulf	33,290,102	258,376	2,511,598

The advisory voting results for the approval of the compensation of the Company’s named executive officers were as follows:

	<u>Total Votes</u>
For	9,761,930
Against	51,350
Abstain	13,637
Broker Non-Votes	251,160

The voting results to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2013 were as follows:

	<u>Total Votes</u>
For	10,034,337
Against	39,255
Abstain	4,485
Broker Non-Votes	0

The voting results for the approval of an amendment to our Amended and Restated Certificate of Incorporation to increase authorized shares of Common Stock (conditioned on stockholder approval of proposal 5) were as follows:

	<u>Total Votes</u>
For	9,949,417
Against	122,217
Abstain	6,443
Broker Non-Votes	0

The voting results for the approval of an amendment to our Amended and Restated Certificate of Incorporation to decrease authorized shares of Class A Common Stock (conditioned on stockholder approval of proposal 4) were as follows:

	<u>Total Votes</u>
For	10,023,473
Against	39,538
Abstain	15,066
Broker Non-Votes	0

Item 8.01. Other Events

On April 15, 2013, the Company issued a news release, a copy of which is attached as Exhibit 99.1 hereto and is incorporated by reference herein, announcing that its Board of Directors approved a plan to split the Company's stock two-for-one in the form of a 100 percent stock dividend, payable to owners of Common Stock and Class A Common Stock. The record date for the stock dividend is April 30, 2013. The payment date for the stock dividend is May 15, 2013.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being filed herewith:

(99.1) News Release of A. O. Smith Corporation, dated April 15, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A. O. SMITH CORPORATION

Date: April 16, 2013

By: /s/ James F. Stern

James F. Stern
Executive Vice President,
General Counsel and Secretary

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K dated April 15, 2013

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release of A. O. Smith Corporation, dated April 15, 2013.



News Release

A. O. Smith Corporation PO Box 245008 Milwaukee, WI 53224-9508 414-359-4000 NYSE:AOS

FOR IMMEDIATE RELEASE

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April 15, 2013

A. O. Smith announces 20 percent dividend increase; two-for-one stock split

Milwaukee, Wis.— The A. O. Smith Corporation (NYSE:AOS) Board of Directors today approved a 20 percent increase in the company’s quarterly cash dividend to \$.24 per share.

The dividend increase affects the company’s Common Stock and Class A Common Stock. The record date for the cash dividend is April 29, and the payment date is May 14.

This represents the eighth consecutive year the Milwaukee-based water technology company has increased its quarterly cash dividend.

The Board also approved a plan to split the company’s stock two-for-one in the form of a 100 percent stock dividend, payable to owners of Common Stock and Class A Common Stock. At the company’s annual meeting of stockholders today, stockholders approved a proposal to increase the company’s authorized shares of Common Stock, which facilitated the stock split.

The record date for the stock dividend is April 30. Holders of the company’s Common Stock and Class A Common Stock will receive one additional share of such class of stock for every share they own as of the record date. The payment date for the stock dividend is May 15.

The stock dividend will increase the total number of shares of Common Stock and Class A Common Stock outstanding to approximately 92.7 million shares. The cash dividend will be paid on the basis of the pre-split shares.

“A. O. Smith has continued to experience strong, profitable growth from its global operations,” Paul W. Jones, executive chairman, said. “As demonstrated again last year, we believe our operations have the ability to generate the cash needed to support our global growth initiatives. We believe our balance sheet remains in excellent condition as well, giving us the ability to support these dividend increases.”

“With the cash we have on hand and the borrowing capacity in place, we can continue to pursue our strategic growth plan and respond to any acquisition opportunities that present themselves.”

Forward-looking statements

This release contains statements that the company believes are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “forecast,” “guidance” or words of similar meaning. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this release. Important factors that could cause actual results to differ materially from these expectations include, among other things, the following: uncertain costs, savings and timeframes associated with the announced plant rationalization in Canada; weakening in the high efficiency boiler market in the United States; the ability to execute our acquisition strategy; significant volatility in raw material prices; competitive pressures on the company’s businesses; inability to implement pricing actions; instability in the company’s replacement markets; weakening in residential or commercial construction; strength or duration of any recoveries in housing or commercial construction; a further slowdown in the Chinese economy; foreign currency fluctuations; and adverse general economic conditions and capital market deterioration. Forward-looking statements included in this press release are made only as of the date of this release, and the company is under no obligation to update these statements to reflect subsequent events or circumstances. All subsequent written and oral forward-looking statements attributed to the company, or persons acting on its behalf, are qualified entirely by these cautionary statements.

A. O. Smith Corporation, with 2012 sales of \$1.94 billion, is one of the world’s leading manufacturers of residential and commercial water heating equipment and boilers, offering a comprehensive line featuring the best-known brands in North America and China, as well as water purification products for residential and light commercial applications. A. O. Smith, headquartered in Milwaukee, Wis., employs approximately 10,900 people at operations in the U. S., Canada, Mexico, India, China, and Europe.