SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO
CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 2, 1999

A. O. Smith Corporation
(Exact name of registrant as specified in its charter)

Delaware	1-475	39-0619790
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

P.O. Box 245009, Milwaukee, Wisconsin 53224-9509
(Address of principal executive offices, including zip code)

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

A. O. Smith Corporation (the Company) hereby amends Item 7 of the Company's Current Report on Form 8-K dated August 2, 1999, reporting the Company's acquisition of substantially all of the assets of the motors business (the Motors Business) of MagneTek, Inc. (MagneTek) to include the requisite historical financial statements of the Motors Business and pro forma financial statements of the Company. The complete text of Item 7 as amended is as follows:

Item 7 - Financial Statements, Pro Forma Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

Financial statements of MagneTek's Motors Business are included as follows:

As of June 30, 1999, and for the year ended June 30, 1999.

- o Report of Independent Auditors
- o Combined Statement of Assets, Liabilities and Parent Company Investment
- o Combined Statement of Revenues, Expenses and Parent Company Investment
- o Combined Statement of Cash Flows
- o Notes to Combined Financial Statements

(b) Pro Forma Financial Information

Pro forma financial statements of A. O. Smith Corporation are included as follows:

Pro Forma Condensed Consolidated Financial Statements

- o Condensed Consolidated Balance Sheet as of June 30, 1999, and related notes
- o Condensed Consolidated Statements of Earnings for the year ended December 31, 1998 and six months ended June 30, 1999, and related notes

(c) Exhibits

The exhibits listed in the accompanying Exhibit Index are filed as part of this Current Report on Form 8-K.

Report Of Independent Auditors

The Board of Directors
MagneTek, Inc.

We have audited the accompanying combined statement of assets, liabilities and parent company investment of the Motors Business of MagneTek, Inc. as of June 30, 1999, and the related combined statement of revenues, expenses and parent company investment and cash flows for the year ended June 30, 1999. These financial statements are the responsibility of MagneTek, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the combined financial position of the Motors Business of MagneTek, Inc. as of June 30, 1999, and the combined results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

ERNST & YOUNG LLP

Milwaukee, Wisconsin
September 24, 1999

MagneTek, Inc. Motors Business

Combined Statement of Assets, Liabilities and Parent Company Investment

June 30, 1999
(Dollars in Thousands)

Assets	
Current assets:	
Cash	$ 6,049
Trade receivables, net of allowance for doubtful accounts of $2,417	63,739
Receivable from affiliated companies	5,165
Inventories	58,743
Other current assets	2,330
Total current assets	136,026
Property, plant and equipment, net	66,215
Goodwill, net	10,195
Other assets	40
Total assets	$212,476
Liabilities and parent company investment	
Current liabilities:	
Accounts payable	$ 23,433
Payable to affiliated companies	7,013
Accrued payroll and benefits	7,407
Accrued warranty	4,511
Accrued income taxes	594
Other accrued liabilities	3,874
Total current liabilities	46,832
Deferred income taxes	45
Commitments and contingencies (Note 6)	
Parent company investment	165,599
Total liabilities and parent company investment	$212,476

See accompanying notes which are an integral part of these statements.

MagneTek, Inc. Motors Business

Combined Statement of Revenues, Expenses and Parent Company Investment

For the year ended June 30, 1999
(Dollars in Thousands)

Net sales	$382,086
Cost of products sold	315,193
Gross profit	66,893
Selling, general and administrative expenses	45,530
Research and development expenses	2,331
Parent company allocations:	
Interest expense	12,019
Other expense	12,426
Loss before income taxes	(5,413)
Income tax benefit	(1,732)
Net loss	(3,681)
Parent company investment, beginning of year	156,060
Parent company investment activity, net	13,220
Parent company investment, end of year	$165,599

See accompanying notes which are an integral part of these statements.

MagneTek, Inc. Motors Business

Combined Statement of Cash Flows

For the year ended June 30, 1999
(Dollars in Thousands)

Operating activities	
Net loss	$ (3,681)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	13,042
Changes in other operating items:	
Trade receivables	(4,028)
Receivable from affiliated companies	3,073
Inventories	(3,891)
Other current assets	(722)
Accounts payable	(4,775)
Payable to affiliated companies	4,944
Accrued liabilities	(47)
Net cash provided by operating activities	3,915
Investing activities	
Capital expenditures	(14,854)
Financing activities	
Increase in Parent company investment	13,220
Net increase in cash	2,281
Cash at beginning of year	3,768
Cash at end of year	$ 6,049

See accompanying notes which are an integral part of these statements.

MagneTek, Inc. Motors Business

Notes to Combined Financial Statements

June 30, 1999

1. Basis of Presentation

The accompanying combined financial statements present, on a historical cost basis, the assets, liabilities, revenues and expenses related to the motors business (the Motors Business) of MagneTek, Inc. (MagneTek). The Motors Business consists of those assets and liabilities of MagneTek located in the United States used in the production and sale of electric motors and the operations of six wholly-owned subsidiaries of MagneTek located in Hungary, Mexico, the United Kingdom, Canada, Singapore and the Netherlands. On June 28, 1999, MagneTek entered into an Asset Purchase Agreement with A. O. Smith Corporation (A. O. Smith or the Company) for the sale of its Motors Business (see Note 7). Not included in the purchase of the Motors Business, and therefore, excluded from the accompanying combined financial statements, are the assets and liabilities of the generator business of MagneTek, which were sold, effective as of April 26, 1999, to another company.

The financial information included herein includes certain allocations of expenses based on historical data and/or management's estimates (see Note 2). Therefore, the accompanying combined financial statements may not necessarily reflect the combined financial position, results of operations or cash flows of the Motors Business in the future, or the combined financial position, results of operations or cash flows of the Motors Business had it existed as a separate, stand-alone company during the period presented.

The Motors Business operates in one business segment, the design, manufacture, sale and distribution of fractional, integral and direct current electric motors, which are sold throughout the United States and several foreign countries to a number of customers.

MagneTek uses a fifty-two, fifty-three week fiscal year which ends on the Sunday nearest June 30. For clarity of presentation, the combined financial statements are presented as if the year ended on June 30. All significant intercompany accounts and transactions have been eliminated in the combined financial statements.

2. Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the accompanying financial statements and notes. Actual results could differ from those estimates.

Fair Values

The carrying amounts of cash, trade receivables and accounts payable approximated fair value as of June 30, 1999.

Foreign Currency Translation

For all subsidiaries outside the United States with the exception of Mexico and Hungary, the Motors Business uses the local currency as the functional currency. For these operations, assets and liabilities are translated into U.S. dollars at year-end exchange rates, and revenues and expenses are translated at weighted-average exchange rates. Gains and losses from foreign currency transactions are included in net earnings.

Inventory Valuation

Inventories are carried at lower of cost or market. Cost is determined on the first in, first out method.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation is provided over the estimated useful lives of the respective assets principally on the straight-line method. Interest costs capitalized totaled $426,000 for the year ended June 30, 1999.

2. Significant Accounting Policies (continued)

Goodwill

Goodwill, representing the excess of cost over net assets of businesses acquired, is stated at cost and is amortized on a straight-line basis over 40 years. Accumulated amortization at June 30, 1999 totaled $3,253,000. Amortization charged to operations totaled $375,000 for the year ended June 30, 1999.

Impairment of Long-Lived Assets

Property, plant and equipment and goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of the expected undiscounted cash flows is less than the carrying value of the related asset or group of assets, a loss is recognized for the difference between the fair value and carrying value of the related asset.

Revenue Recognition

The Motors Business recognizes revenue upon shipment of product to the customer.

Parent Company Allocations

MagneTek has historically provided various services to the Motors Business, including income tax, internal audit, employee benefits, legal, risk management, strategic and treasury related services. Determination of the costs associated with these services that relate directly to the Motors Business is not practicable; accordingly, the amounts presented in the accompanying combined financial statements related to these services reflect estimates, which management of MagneTek believes were reasonable and appropriate in the circumstances. Management of MagneTek does not believe that such estimates would differ materially from actual amounts had it been practicable to specifically identify such actual amounts.

In addition to the above allocations, interest expense in the accompanying combined financial statements is allocated to the Motors Business based on the proportionate share of the debt incurred by MagneTek on behalf of the Motors Business to MagneTek's total consolidated debt.

2. Significant Accounting Policies (continued)

Research and Development

Research and development costs are charged to expense as incurred.

Derivative Instruments

MagneTek utilizes derivative financial instruments to reduce commodity and financial market risks. Certain of these instruments are used to hedge copper material purchases and foreign currency exposures of the Motors Business. MagneTek does not use derivative financial instruments for speculative or trading purposes.

3. Inventories

Inventories at June 30, 1999, consist of the following (dollars in thousands):

Finished products	$33,977
Work in process	14,736
Raw materials	10,030
	$58,743

4. Property, Plant and Equipment

Property, plant and equipment at June 30, 1999, consist of the following (dollars in thousands):

Land	$ 796
Buildings and improvements	15,223
Machinery and equipment	149,706
	165,725
Less accumulated depreciation	(99,510)
	$66,215

5. Income Tax

The domestic results of operations of the Motors Business have been included in the consolidated federal income tax returns of MagneTek and all domestic income tax payments have been made by MagneTek. The income tax benefit of the Motors Business for the year ended June 30, 1999 has been determined using the overall effective income tax rate of MagneTek for its year ended June 30, 1999. Deferred income tax assets and liabilities related to the temporary differences of the domestic Motors Business are recorded by MagneTek and are not included in the accompanying combined financial statements.

6. Commitments and Contingencies

Pension and Other Postretirement Benefits

Substantially all domestic salaried and hourly employees of the Motors Business are covered by defined-benefit retirement plans and health care plans sponsored by MagneTek. Liabilities in connection with such employee benefits are not included in the accompanying combined financial statements.

In connection with the sale of the Motors Business to A. O. Smith (see Note 7), A. O. Smith will provide the transferred employees with identical pension benefits. A determination shall be made of the accrued benefits and related assets of the transferred employees. A. O. Smith shall pay MagneTek for any excess of allocated assets over accrued benefits or MagneTek shall pay A. O. Smith for any excess of accrued benefits over allocated assets of the transferred employees. Such determination has not yet been performed.

A. O. Smith assumed liability for retiree health care benefits in respect of the transferred employees who were employees of the Motors Business prior to January 1, 1992.

Certain employees of the Motors Business participate in a defined-contribution savings plan sponsored by MagneTek. In connection with the sale of the Motors Business, A. O. Smith will provide the transferred employees with identical benefits.

6. Commitments and Contingencies (continued)

Leases

The Motors Business leases certain facilities and machinery and equipment primarily under operating lease arrangements. Rent expense for the year ended June 30, 1999 totaled $3.4 million. Future minimum payments under noncancelable operating leases as of June 30, 1999, total $13.7 million and are payable in future fiscal years as follows: in 2000-$2.8 million; in 2001-$2.0 million; in 2002-$1.9 million; in 2003-$1.9 million; in 2004-$1.9 million and thereafter-$3.2 million.

Environmental and Legal Matters

Prior to its purchase by MagneTek in 1986, Century Electric, Inc. (Century Electric), the former parent of the Motors Business, acquired a business from Gould Inc. (Gould) in May 1983 which included a leasehold interest in a fractional horsepower electric motor manufacturing facility located in McMinnville, Tennessee. In connection with this acquisition, Gould agreed to indemnify Century Electric from and against liabilities and expenses arising out of the handling and cleanup of certain waste materials, including but not limited to cleaning up any PCBs at the McMinnville facility (the 1983 Indemnity). Investigation has revealed the presence of PCBs and other substances, including solvents, in portions of the soil and in the groundwater underlying the facility and in certain offsite soil, sediment and biota samples. Century Electric has kept the Tennessee Department of Environment and Conservation, Division of Superfund, apprised of test results from the investigation. The McMinnville plant has been listed as a Tennessee inactive hazardous substance site, a report on that site has been presented to the Tennessee legislature and community officials and plant employees have been notified of the presence of contaminants as described above. In 1995, Gould completed an interim remedial measure of excavating and disposing onsite soil containing PCBs. Gould also conducted preliminary investigation and cleanup of certain onsite and offsite contamination. The cost of any further investigation and cleanup of onsite and offsite contamination cannot presently be determined. Subsequent to year end, MagneTek sold its leasehold interest in the McMinnville plant to A. O. Smith (see Note 7) and believes that the costs for further onsite and offsite cleanup (including ancillary costs) are covered by the 1983 Indemnity. While MagneTek believes that Gould will continue to perform substantially under its indemnity obligations, Gould's substantial failure to perform such obligations could have a material adverse effect on the Motors Business.

6. Commitments and Contingencies (continued)

Due to the nature of its business, the Motors Business has been exposed to other potential liabilities related to environmental matters. In addition, the Motors Business is involved in legal proceedings during the ordinary course of business. In the opinion of management of MagneTek, other than the above environmental matter in McMinnville, Tennessee, such environmental and legal matters are not expected to have a material impact on the Motors Business' future operating results or financial position.

7. Subsequent Event

On August 2, 1999, MagneTek sold the Motors Business to A. O. Smith for $253 million subject to certain post closing adjustments. The sale was made pursuant to an Asset Purchase Agreement between MagneTek and A. O. Smith dated June 28, 1999.

A. O. Smith Corporation
Pro Forma Condensed Consolidated
Financial Statements
(Unaudited)

The following unaudited pro forma condensed consolidated balance sheet and statements of earnings (collectively, the Pro Forma Statements) were prepared to illustrate the estimated effects of the acquisition (the Acquisition) of substantially all of the assets of the motors business (the Motors Business) of MagneTek, Inc. (MagneTek) by A. O. Smith Corporation (the Company), as if the acquisition had occurred for balance sheet presentation purposes as of June 30, 1999, and for statement of earnings purposes as of the beginning of the respective periods presented.

The Pro Forma Statements do not purport to represent what the Company's financial position or results of operations would actually have been if the Acquisition in fact had occurred as of June 30, 1999, or as of the beginning of the periods indicated, or to project the Company's financial position or results of operations for any future date or period.

The pro forma adjustments are based upon available information and upon certain assumptions that the Company believes are reasonable. The Pro Forma Statements and accompanying notes should be read in conjunction with the historical consolidated financial statements of the Company, including the notes thereto.

The Acquisition will be accounted for using the purchase method of accounting. The total purchase price of $253 million will be allocated to the assets and liabilities of the Motors Business based upon their respective fair values, with the remainder allocated to goodwill. For purposes of the Pro Forma Statements, such allocation has been made based upon valuations and other studies, which may be subject to adjustment. Accordingly, the allocation of the purchase price included in the accompanying Pro Forma Statements is preliminary. The final values may differ from those set forth in the historical consolidated financial statements of the Company and from those set forth herein.

Unaudited Pro Forma Condensed Consolidated Balance Sheet

June 30, 1999
(Dollars in Thousands)

	Historical			
	The Company	Motors Business	Pro Forma Adjustments	Pro Forma
Assets				
Current assets:				
Cash and cash equivalents	$ 31,703	$ 6,049	$ (35,944)(1,2)	$ 1,808
Receivables	165,335	68,904	(5,165)(3)	229,074
Inventories	102,392	58,743	400 (1)	161,535
Deferred income taxes	10,343	-	-	10,343
Other current assets	5,932	2,330	-	8,262
Total current assets	315,705	136,026	(40,709)	411,022
Net property, plant and equipment	254,482	66,215	14,652 (1)	335,349
Goodwill and other intangibles	147,827	10,195	97,597 (1,4)	255,619
Other assets	89,974	40	- (1,5)	90,014
Total assets	$807,988	$212,476	$ 71,540	$1,092,004

See accompanying notes to unaudited pro forma condensed consolidated balance sheet.

Unaudited Pro Forma Condensed Consolidated Balance Sheet

June 30, 1999
(Dollars in Thousands)

	Historical			
	The Company	Motors Business	Pro Forma Adjustments	Pro Forma
Liabilities and stockholders' equity				
Current liabilities:				
Trade payables	$ 83,223	$ 30,446	$ (7,013) (3)	$ 106,656
Accrued payroll and benefits	28,255	7,407	-	35,662
Product warranty	7,749	4,511	-	12,260
Accrued income taxes	6,063	594	-	6,657
Long-term debt due within one year	4,629	-	-	4,629
Other current liabilities	23,609	3,874	7,948 (1)	35,431
Total current liabilities	153,528	46,832	935	201,295
Long-term debt	131,212	-	223,000 (1)	354,212
Other liabilities	58,347	-	13,204 (1,5)	71,551
Deferred income taxes	47,286	45	-	47,331
Stockholders' equity:				
Class A common stock	43,668	-	-	43,668
Common stock	23,816	-	-	23,816
Capital in excess of par value	51,434	-	-	51,434
Retained earnings	519,434	-	-	519,434
Accumulated other comprehensive income	(2,461)	-	-	(2,461)
Treasury stock at cost	(218,535)	-	-	(218,535)
Parent company investment	-	165,599	(165,599) (1-5)	-
Total stockholders' equity	417,615	165,599	(165,599)	417,615
Total liabilities and stockholders' equity	$ 807,988	$212,476	$ 71,540	$1,092,004

See accompanying notes to unaudited pro forma condensed consolidated balance sheet.

Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet

(Dollars in Thousands)

(1) On August 2, 1999, the Company acquired substantially all of the assets and assumed certain liabilities of the Motors Business of MagneTek for $253 million. The Company funded the acquisition through available cash ($42 million), proceeds from the issuance of commercial paper ($103 million) and borrowings under a revolving credit facility and available lines of credit ($108 million). The Acquisition will be accounted for by the Company using the purchase method of accounting. The total purchase price will be allocated to assets acquired and liabilities assumed of the Motors Business based upon their respective fair values, with the remainder allocated to goodwill. The aggregate purchase price and its preliminary allocation to the assets and liabilities of the Motors Business are as follows:

Purchase price	$252,944
Direct costs of acquisition	2,065
Total purchase price	$255,009

The total purchase price is allocated as follows:

Net assets acquired at historical cost	$151,547
Revaluation of inventories	400
Adjustment of property, plant and equipment to estimated fair values	14,652
Intangible assets, including assembled workforce and customer lists	13,554
Current liabilities established in connection with the Acquisition	(7,948)
Long-term liabilities established in connection with the Acquisition	(11,434)
Excess purchase price over net assets acquired allocated to goodwill	94,238
Total purchase price	$255,009

(2) To eliminate $3,935 in domestic cash of the Motors Business, which was excluded from the Acquisition purchase transaction.

(3) To eliminate receivable and payable balances due from/to affiliated companies at June 30, 1999.

(4) To eliminate recorded goodwill of $10,195 of the Motors Business at June 30, 1999.

(5) Represents the assumed liability of $1,770 for retiree health care benefits in respect of the transferred employees who were employees of the Motors Business prior to January 1, 1992, which was included on the MagneTek financial statements at June 30, 1999. No amounts have been accrued for pension related benefits.

Unaudited Pro Forma Condensed Consolidated
Statement of Earnings

Year ended December 31, 1998
(Dollars in Thousands, Except Per Share Amounts)

	Historical			
	The Company	Motors Business	Pro Forma Adjustments	Pro Forma
Net sales	$917,569	$382,086	$ -	$1,299,655
Cost of products sold	730,543	315,193	1,080 (1)	1,046,816
Gross profit	187,026	66,893	(1,080)	252,839
Selling, general and administrative expenses	106,622	47,861	2,625 (1)	157,108
Interest expense	6,887	10,990	1,200 (2)	19,077
Interest income	(3,828)	-	2,200 (3)	(1,628)
Other expense - net	4,382	-	-	4,382
Parent company allocations	-	5,345	-	5,345
	72,963	2,697	(7,105)	68,555
Provision for income taxes	25,283	863	(2,357)(4)	23,789
Earnings before equity in loss of joint ventures	47,680	1,834	(4,748)	44,766
Equity in loss of joint ventures	(3,189)	-	-	(3,189)
Net earnings	$ 44,491	$ 1,834	$ (4,748)	$ 41,577
Net earnings per share of common stock:				
Basic	$ 1.89			$ 1.77
Diluted	$ 1.84			$ 1.72

See accompanying notes to unaudited pro forma condensed consolidated statements of earnings.

Unaudited Pro Forma Condensed Consolidated
Statement of Earnings

Six Months ended June 30, 1999
(Dollars in Thousands, Except Per Share Amounts)

	Historical			
	The Company	Motors Business	Pro Forma Adjustments	Pro Forma
Net sales	$520,106	$201,580	$ -	$721,686
Cost of products sold	415,847	168,511	540 (1)	584,898
Gross profit	104,259	33,069	(540)	136,788
Selling, general and administrative expenses	56,966	24,099	1,315 (1)	82,380
Interest expense	4,499	5,880	756 (2)	11,135
Interest income	(554)	-	554 (3)	-
Other expense - net	3,539	-	-	3,539
Parent company allocations	-	9,350	-	9,350
	39,809	(6,260)	(3,165)	30,384
Provision for (benefit from) income taxes	14,492	(2,003)	(1,429)(4)	11,060
Net earnings (loss)	$25,317	$ (4,257)	$ (1,736)	$ 19,324
Net earnings per share of common stock:				
Basic	$ 1.09			$ 0.83
Diluted	$ 1.07			$ 0.82

See accompanying notes to unaudited pro form condensed consolidated statements of earnings.

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Earnings

(Dollars in Thousands)

(1) Represents adjustments to cost of products sold and selling, general and administrative expenses which are comprised of the following:

	Year ended December 31, 1998	Six Months ended June 30, 1999
Depreciation of property, plant and equipment(a)		
Cost of products sold	$ 9,720	$ 4,860
Selling, general and administrative expenses	1,080	540
Elimination of historical depreciation of property, plant and equipment		
Cost of products sold	(8,640)	(4,320)
Selling, general and administrative expenses	(960)	(480)
Amortization of identified intangible assets (b)	730	365
Amortization of goodwill (c)	2,150	1,075
Elimination of historical amortization of goodwill	(375)	(185)

(a) The valuation of property, plant and equipment is based on preliminary estimates of the fair values of such assets and is subject to change. Depreciation is computed over the remaining estimated useful lives of the respective assets. The useful lives of assets acquired have been conformed to the useful lives used by the Company.

(b) Approximately $10.2 million of the purchase price has been allocated to identifiable intangible assets. Amortization of such intangible assets is based on lives which are expected to range from 10 to 25 years.

(c) Amortization of goodwill is based on a useful life of 40 years. The allocation of the purchase price in excess of net assets acquired will differ from that set forth herein upon finalization of detailed valuations and other studies. The amount of the goodwill amortization is an estimate and is subject to change upon finalization of the allocation of such excess. It is not expected that the final allocation of the purchase price will differ materially from that presented herein.

(2) Represents incremental interest expense based upon the pro forma debt of the Company following the Acquisition, at interest rates ranging from 5.66% to 5.89%, as if the Acquisition had been consummated as of the beginning of the periods presented.

Notes to Unaudited Pro Forma Condensed Consolidated Statements of Earnings

(Dollars in Thousands)

(3) Elimination of interest income as a result of the use of $43 million of available cash to fund a portion of the purchase price.

(4) Represents adjustment to the provision for income taxes on a pro forma basis to reflect the Company's effective tax rate of 34.7% for the year ended December 31, 1998 and 36.4% for the six months ended June 30, 1999.

SIGNATURES

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

Date: October 18, 1999

A. O. Smith Corporation

By /s/W. David Romoser

Vice President, General
Counsel and Secretary

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K
Dated August 2, 1999

Exhibit Number	Description
(2)	Asset Purchase Agreement, dated as of June 28, 1999, among MagneTek, Inc., MagneTek, Service (U.K.) Limited and A. O. Smith Corporation. [Previously filed with this Current Report on Form 8-K]
(23)	Consent of Independent Auditors

Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 2-72542, 33-19015, 33-21356, 33-37878, 33-56827 and 333-05799) pertaining to the 1980 Long-Term Executive Incentive Compensation Plan and the 1990 Long-Term Executive Incentive Compensation Plan of A. O. Smith Corporation and in the related prospectuses of our report dated September 24, 1999, with respect to the combined financial statements of MagneTek, Inc. Motors Business included in this Current Report on Form 8-K/A dated October 18, 1999.

/s/Ernst & Young LLP

Milwaukee, Wisconsin
October 14, 1999