
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): November 10, 2009

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.)

P.O. Box 245008, 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 7.01. Regulation FD Disclosure

On November 10, 2009, A. O. Smith Corporation (the “Company”) will be making a presentation to investors at the Robert W. Baird & Co. 2009 Industrial Conference. Exhibit 99.1 is a copy of the slides that will be presented as part of, and posted on the Company’s website in connection with, the presentation. The slides are being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference into any document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as shall be expressly set forth by specific reference in such filing.

This Current Report on Form 8-K (including the Exhibit hereto) contains statements that the Company believes are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. 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 report. Factors that could cause such a variance include the following: significant volatility in raw material prices; competitive pressures on the Company’s businesses; inability to implement pricing actions; negative impact of future pension contributions on the Company’s cash flow; instability in the Company’s electric motor and water products markets; further weakening in housing construction; further weakening in commercial construction; timing of any recoveries in housing or commercial construction; a slowdown in the Chinese economy; expected restructuring savings realized; further adverse changes in customer liquidity and general economic and capital market conditions; the impact of acquisition accounting or non-GAAP financial measures on the Company’s financial statements or difficulties in closing on and integrating the proposed China acquisition, and realizing future growth and profit expectations.

Forward-looking statements included in this report are made only as of the date of this report, and the Company is under no obligation to update these statements to reflect subsequent events or circumstances.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being furnished herewith:

(99.1) A. O. Smith Corporation Robert W. Baird & Co. 2009 Industrial Conference Presentation Slides, dated November 10, 2009.

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: November 10, 2009

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 November 10, 2009

<u>Exhibit Number</u>	<u>Description</u>
99.1	A. O. Smith Corporation Robert W. Baird & Co. 2009 Industrial Conference Presentation Slides, dated November 10, 2009.



Baird 2009 Industrial Conference

Forward Looking Statements

This presentation contains statements that we believe 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,” “continue,” “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. Factors that could cause such a variance include the following: significant volatility in raw material prices; competitive pressures on the company’s businesses; inability to implement pricing actions; negative impact of future pension contributions on the company’s cash flow; instability in the company’s electric motor and water products markets; further weakening in housing construction; further weakening in commercial construction; timing of any recoveries in housing or commercial construction; a slowdown in the Chinese economy; expected restructuring savings realized; further adverse changes in customer liquidity and general economic and capital market conditions; the impact of acquisition accounting or non-GAAP financial measures on the company’s financial statements or difficulties in closing on and integrating the proposed China acquisition, and realizing future growth and profit expectations.

Forward-looking statements included in this press release are made only as of the date of this presentation, 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.

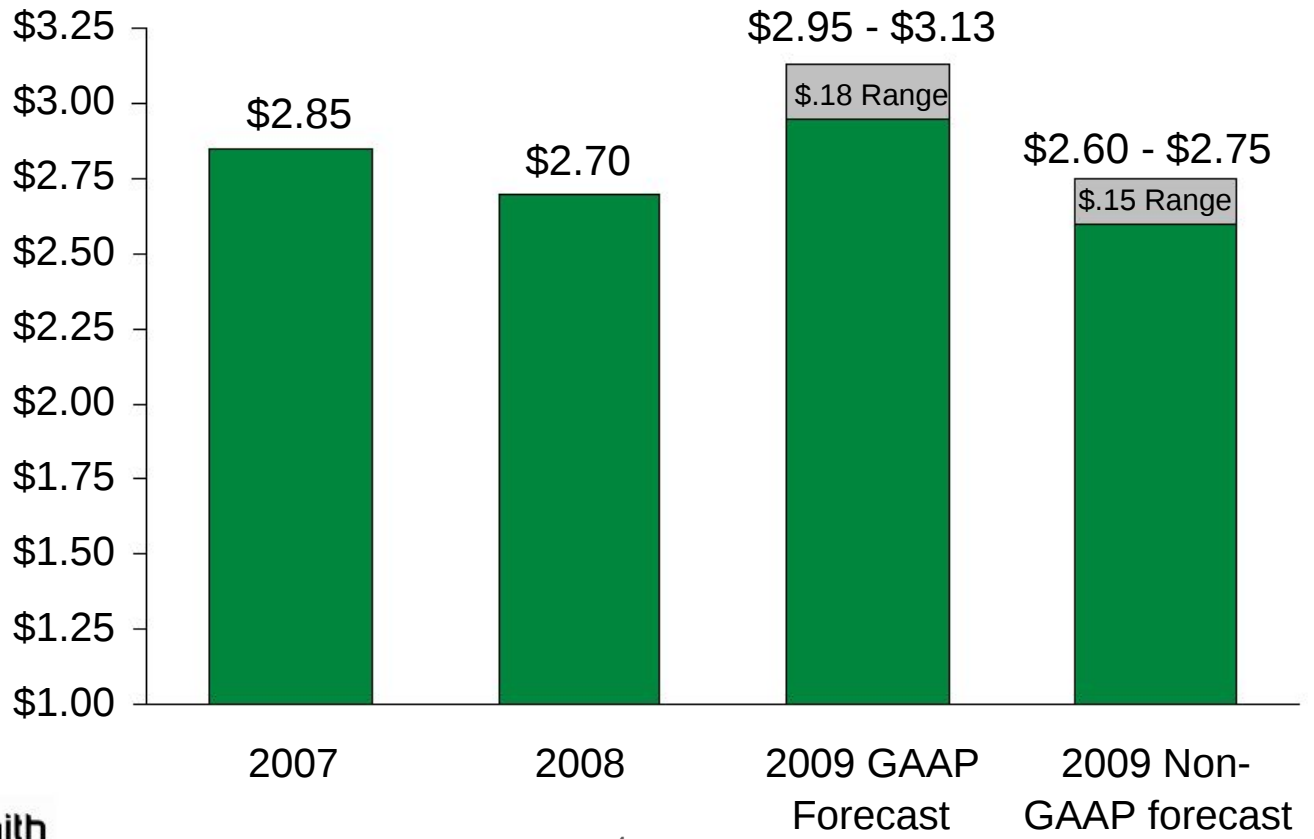
This presentation contains certain non-GAAP financial measures as that term is defined by the SEC. Non-GAAP financial measures are generally identified by “Adjusted” (Adj.), “Non-GAAP” or “Before Restructuring”.

Investment Case

- Leader in Commercial and Residential Water Heaters
- 2009 Margin Expansion, in spite of Significant Volume Declines
- Strong Balance Sheet and Cash Flow
- China/Asia
- Energy Efficient Products



2009 EPS Forecast



Financial Results – 9 months YTD

	2009	2008	change	% chg.
Sales	\$ 1,481.9	\$ 1,796.3	\$ (314.4)	-18%
Net Earnings	\$ 67.0	\$ 75.2	\$ (8.2)	-11%
EPS	\$ 2.21	\$ 2.48	\$ (0.27)	-11%

Earnings and EPS are Non-GAAP

(in millions, except per share)

Segment Sales – 9 months YTD

	2009	2008	change	% chg.
Water Products	\$1,012.8	\$1,105.0	\$ (92.2)	-8%
Electrical Products	472.0	694.9	(222.9)	-32%
Intersegment	<u>(2.9)</u>	<u>(3.6)</u>	<u>0.7</u>	
Total Sales	<u><u>\$1,481.9</u></u>	<u><u>\$1,796.3</u></u>	<u><u>\$ (314.4)</u></u>	-18%

(in millions)

Operating Profit – 9 months YTD

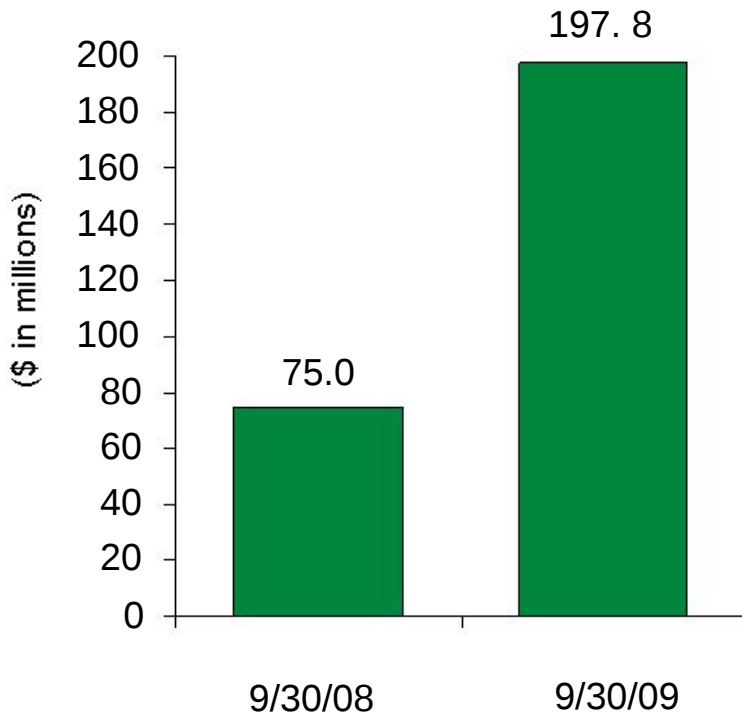
	2009	2008	change	% chg.
Water Products	\$ 104.3	\$ 105.1	\$ (0.8)	-1%
Electrical Products	27.4	44.3	(16.9)	-38%
Corporate	(35.8)	(36.9)	1.1	3%
Total Operating Profit	<u>\$ 95.9</u>	<u>\$ 112.5</u>	<u>\$ (16.6)</u>	-15%

Margin

Water Products	10.3%	9.5%
Electrical Products	5.8%	6.4%

(in millions, except margins)

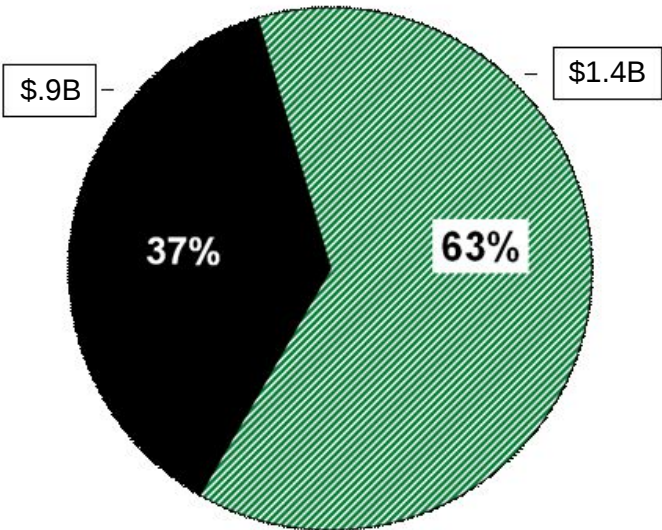
Nine Month Cash Flow from Operations



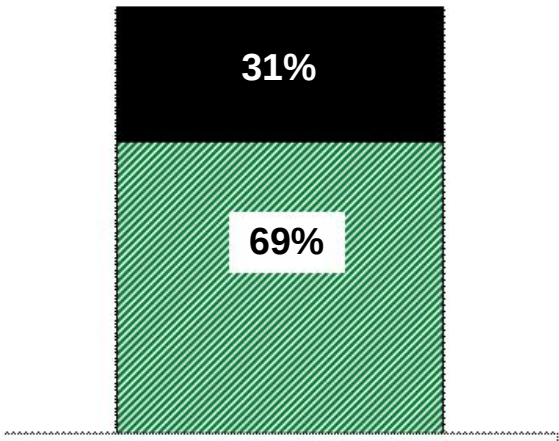
- Operating cash flow of \$198 million
- Expect operating cash flow of approximately \$190 to \$200 million in 2009
- Balance Sheet remains strong
- Debt to Capital ratio of 24%

A. O. Smith

Sales

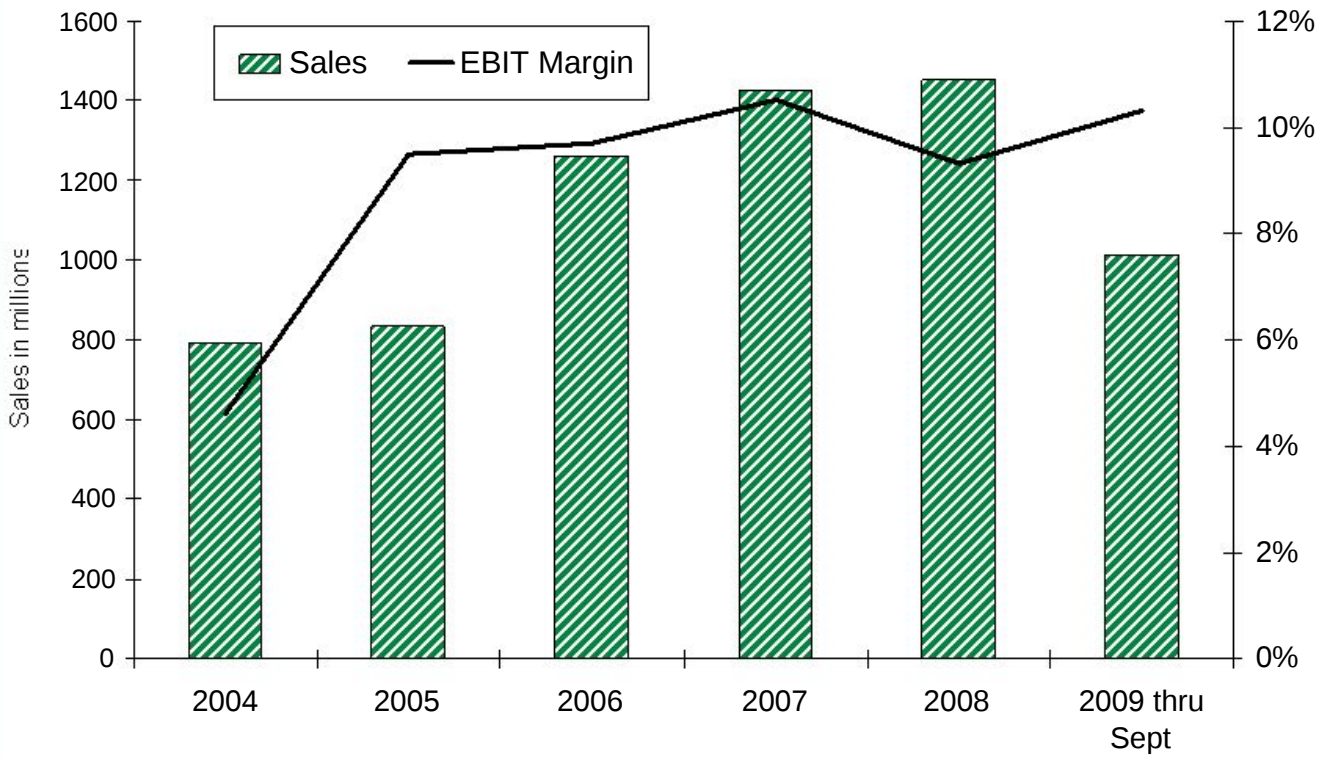


EBITDA



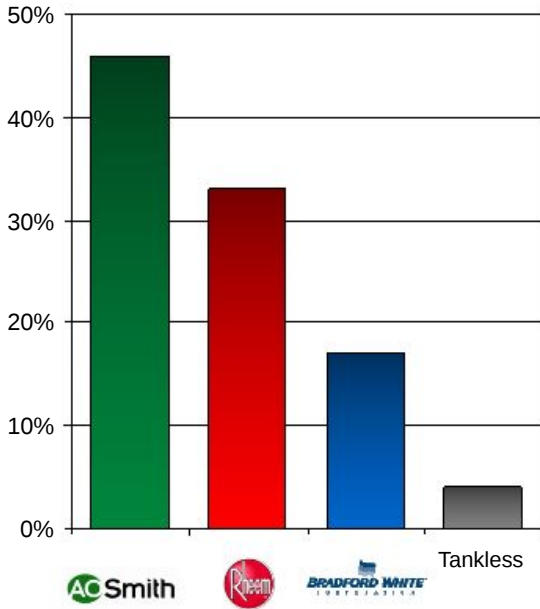
*EBITDA Excludes \$8.7M for restructuring

Water Products – Sales & Earnings

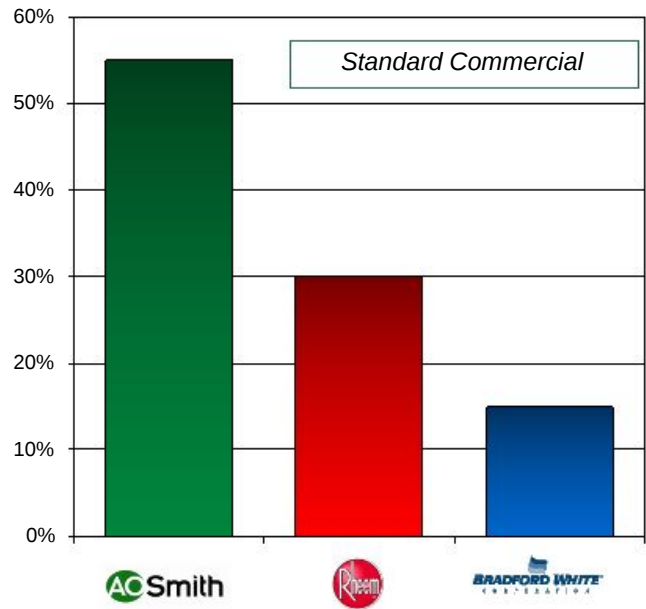


U. S. Water Heater Market Segment

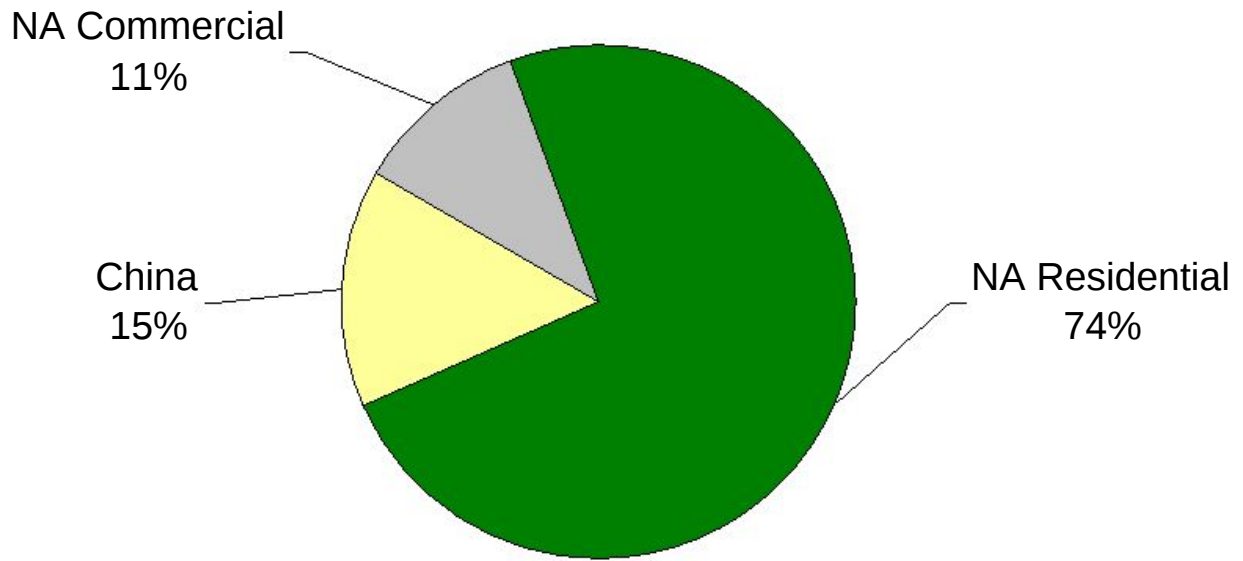
Residential Market



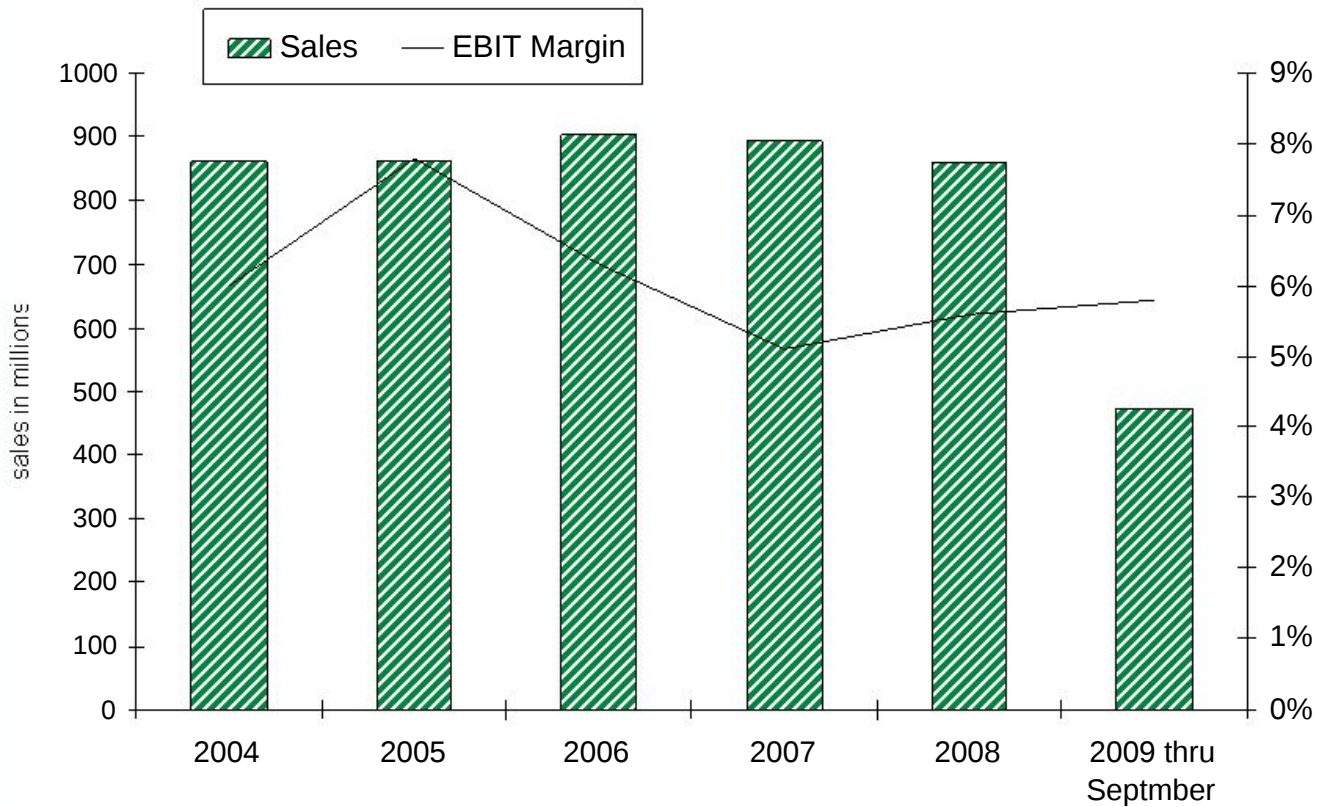
Commercial Market



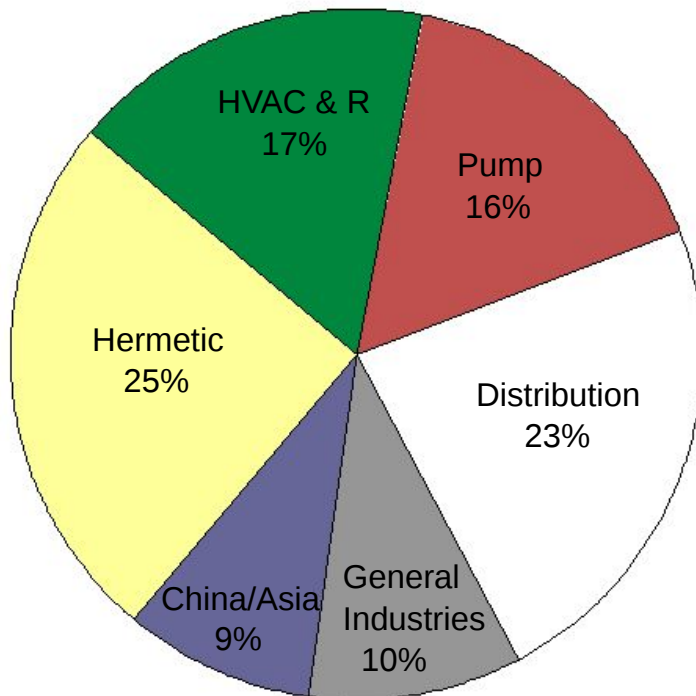
Water Products End Markets



Electrical Products—Sales & Earnings



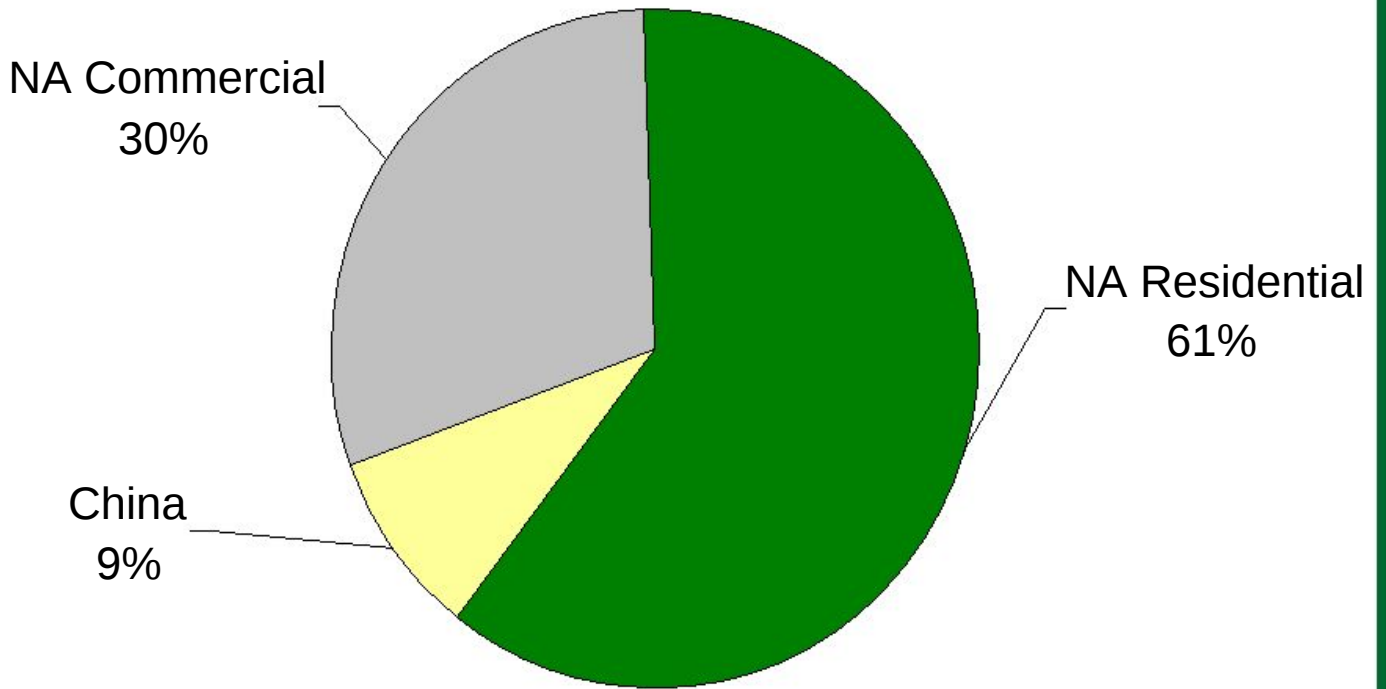
Electrical Products Market Segments Served



Major Customers

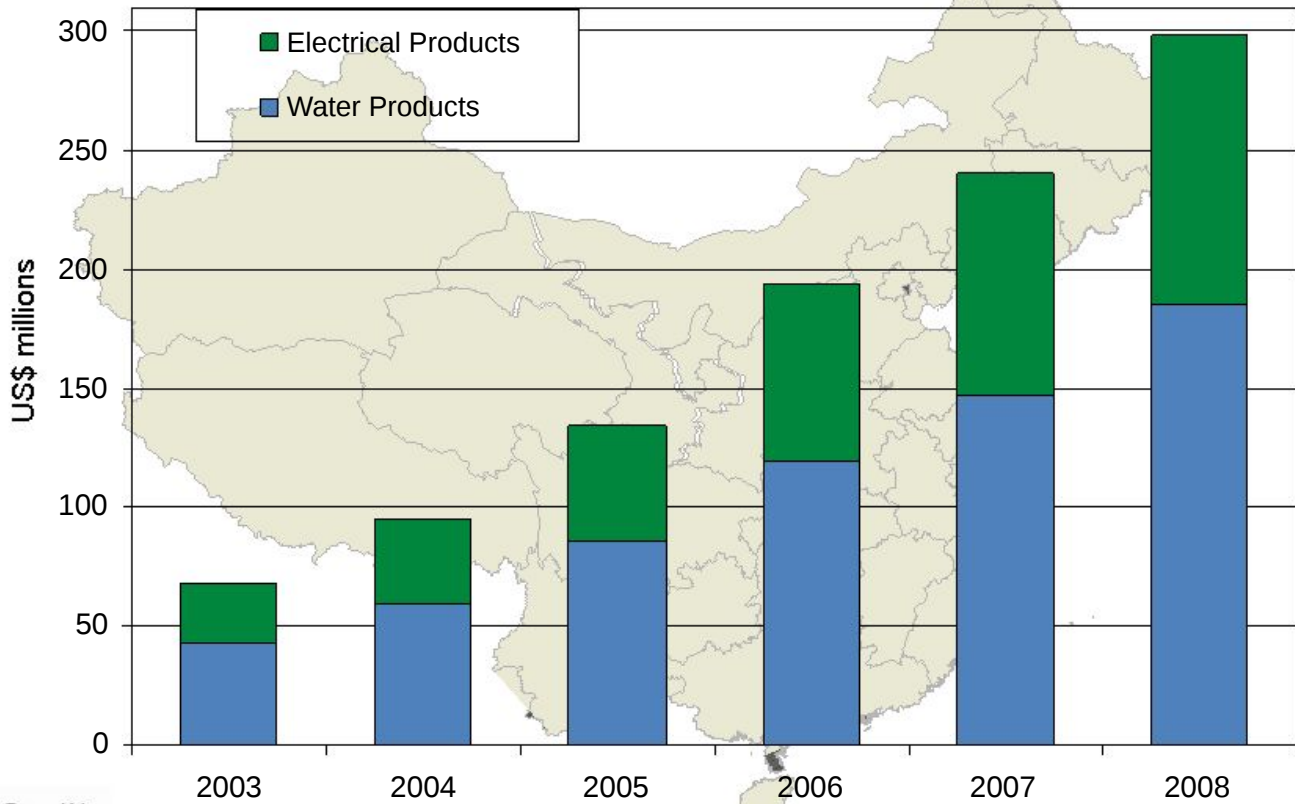
Trane
Carrier
Scroll Tech
York
Copeland
Pentair
Waterway
Hayward
Broan
Grainger
Johnstone
SCP

Electrical Products End Markets



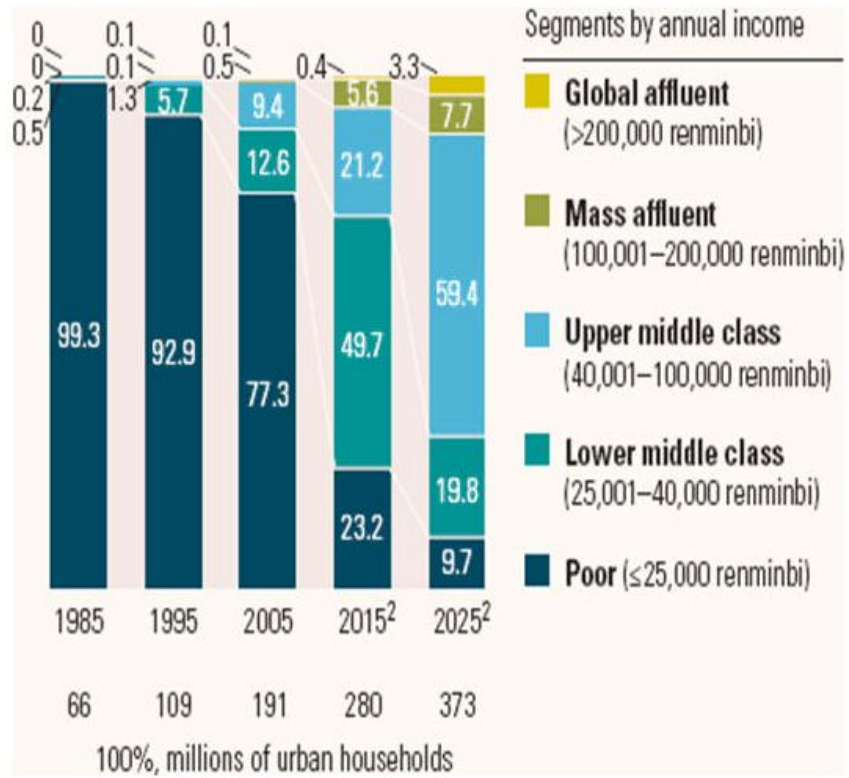
China/Asia now 13% of Sales and Growing

Sales have grown 35% (CAGR) over the last 5 years

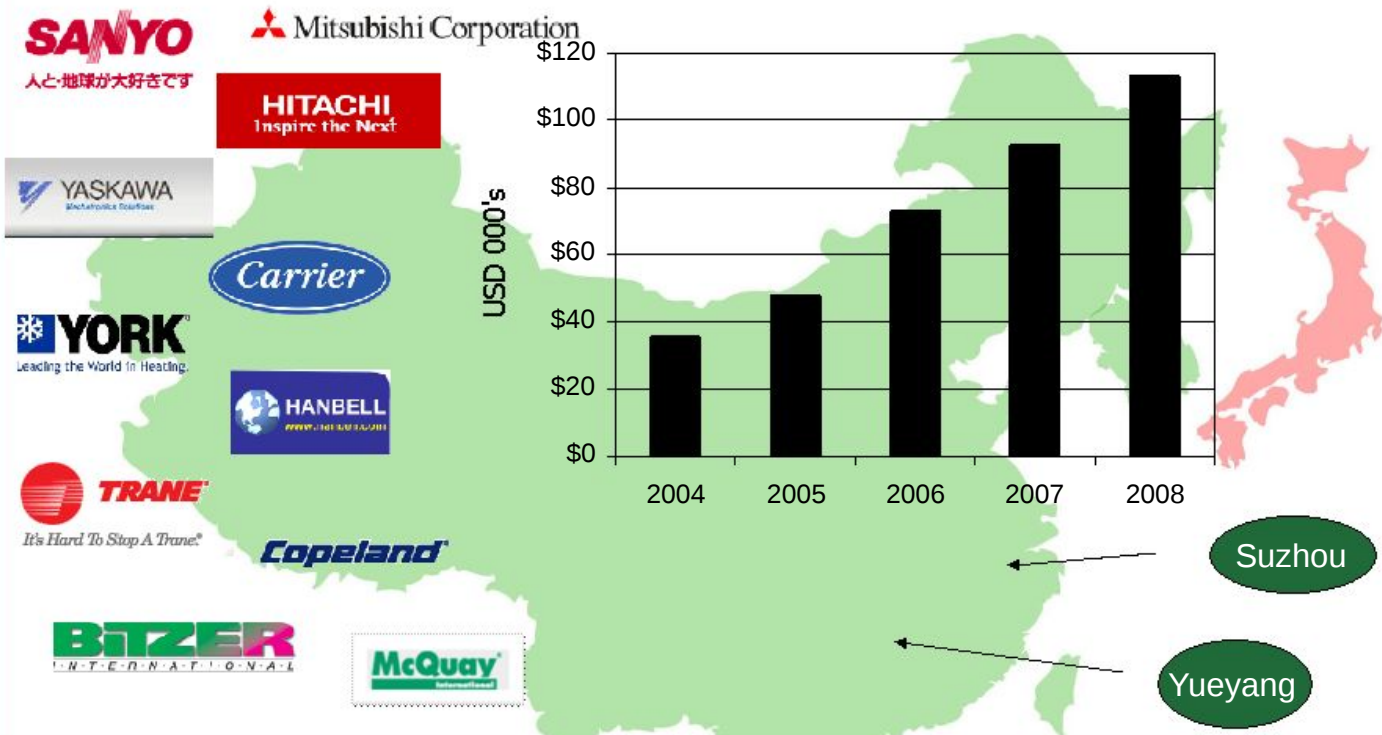


Mega Trends - China

Share of Chinese Urban Households, %



China Motor Manufacturing



Nanjing, China

- Since 1995
- Products designed for Chinese consumers
- Experienced Chinese managers
- Double digit margin

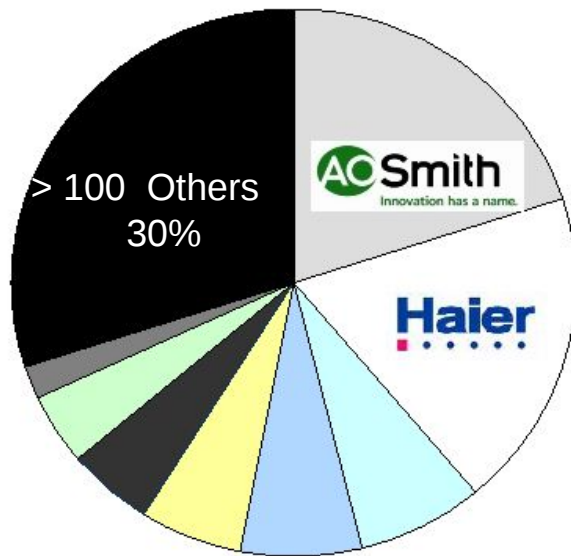


- Strong retail presence
- Consistent strong growth
- Doubled capacity to 2M units - 2010

China Residential Share

Leading Electric Brands:

A.O. Smith, Haier, Ariston, Siemens



A. O. Smith 20%

Haier 19%

Makro 7%

Wanhe 7%

Ariston 6%

Rinnai 5%

Noritz 4%

Siemens 2%

> 100 Others 30%

Leading Gas Instantaneous Brands:

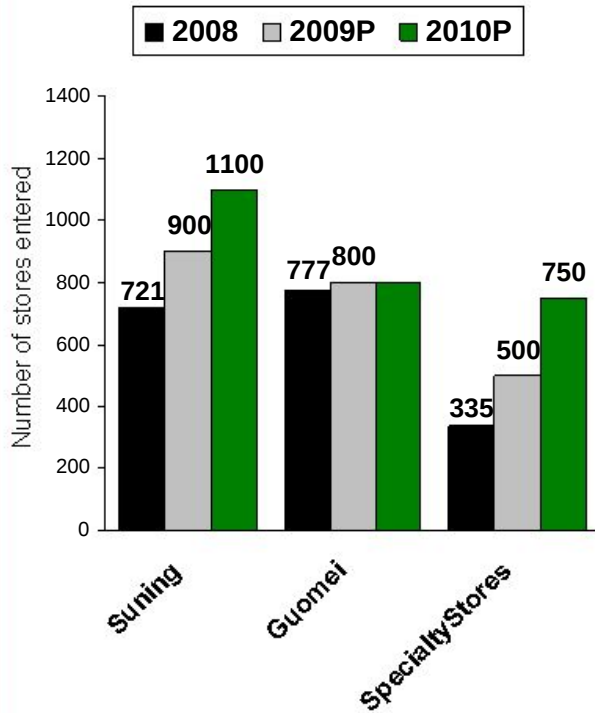
Makro, Wanhe, Rinnai, Noritz

Leading residential brands measured in currency; Tier One Market

Source: GFK-2009 (by Value)

Distribution Channel Expansion

Retail channel Expansion
2008 to 2010

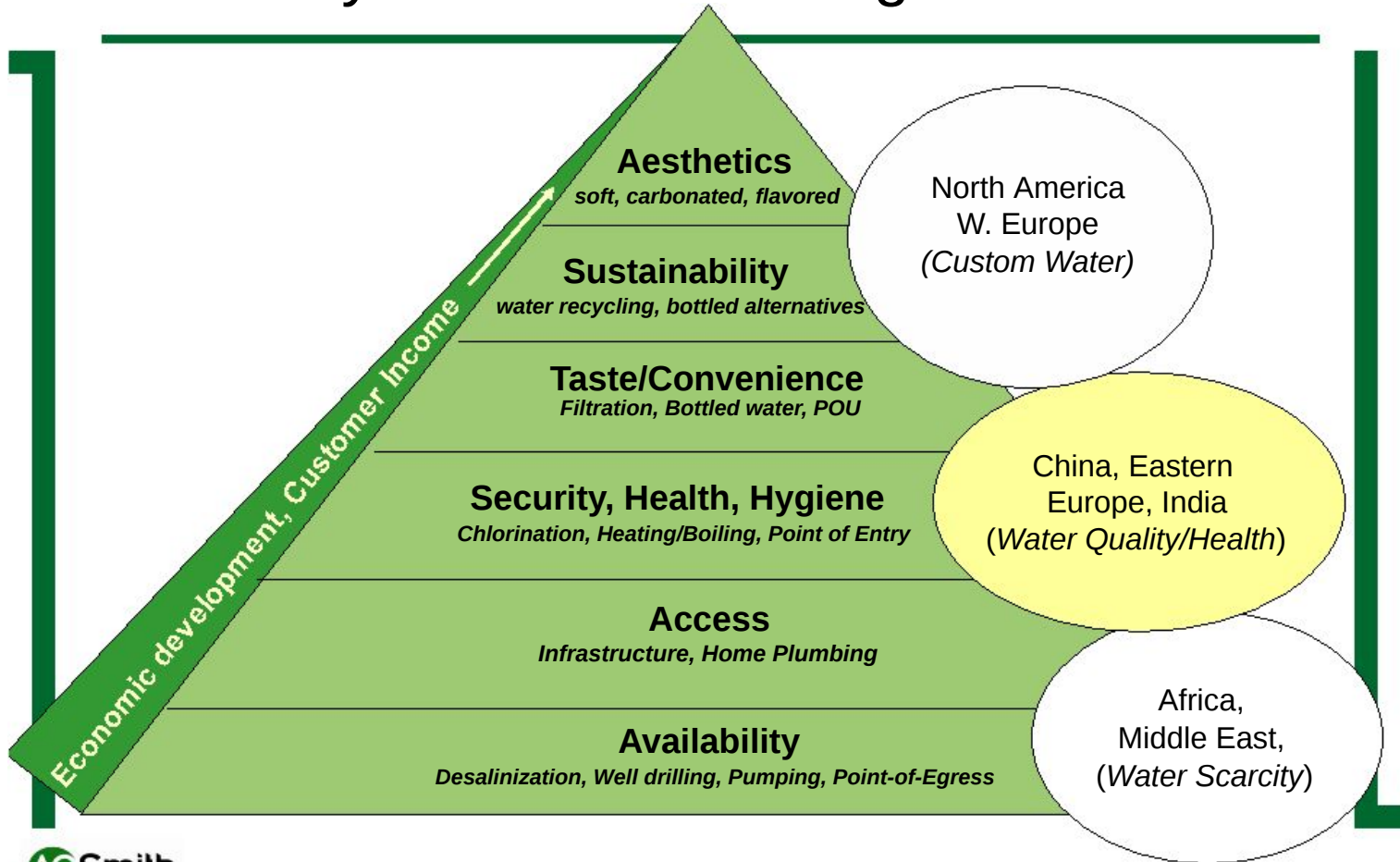


- Suning currently has 800 stores and plans to reach 900 stores by year end
- Guomei is down sizing for store efficiencies
- We have been assisting distributors opening specialty stores, and developing service oriented dealers network

Specialty Stores



Hierarchy of Global Drinking Water Needs



China Water Purification Landscape

- **Economic Growth**
 - GDP growth of 8-10%
 - Retail and appliance sales +20% YOY
 - Water Purification sales +10-15%/year
 - Reverse Osmosis and Point of Use sales forecasted at +30%
- **Improvement of Living Standards**
 - “Feature rich” apartment options
 - Growing awareness of water health and quality
 - In home product – 10% market penetration
- **Declining Water Quality**
 - 70% of source water unsafe to drink
- **Fragmented market**

Chinese Water Purification Terminology

- Water Dispenser – free standing unit, dispenses purchased water from jugs, may dispense either hot or cold
- Drinking Machines – free standing units that filters tap water and may dispense either hot or cold
- Water Jugs – carafe units, typically counter top, that allow gravity filtration of tap water
- Water Purifiers/Cleaners – stand alone, or multi-component filtration. Purifiers typically includes RO, typically piped-in and under sink.



25

Tianlong Acquisition

- Acquire leading product in China water purification market
- Leverage A. O. Smith brand and water heater presence in appliance stores and building centers
- Other benefits:
 - Existing parallel channels and brands for distribution sales in China
 - Existing quality manufacturing base for export sales (India)

Tianlong Profile

- Leading supplier of RO systems to the China market
 - Domestic market share leader
 - Exports to 30 countries
- Market channels
 - 3200 franchise shops
 - 8000 mom and pop stores
- Product Types
 - Residential RO machines, RO membranes, filters, water softeners, Commercial/Industrial equipment, Components of residential RO machines
- Profitability
 - Accretive day 1
 - ROIC greater than cost of capital in first full year under AOS ownership
- 2010 Preliminary Look
 - Revenues greater than \$75 million
 - Operating margins in upper teens
 - Accretion: \$.10 to \$.15 per share



India: Currently “Made in China”

- Bangalore
- Establish brand & position product
- Develop manufacturing capability
 - Greenfield manufacturing facility
 - Indian management team
- Focus on storage electric water heaters
- Focus on top metropolitan cities



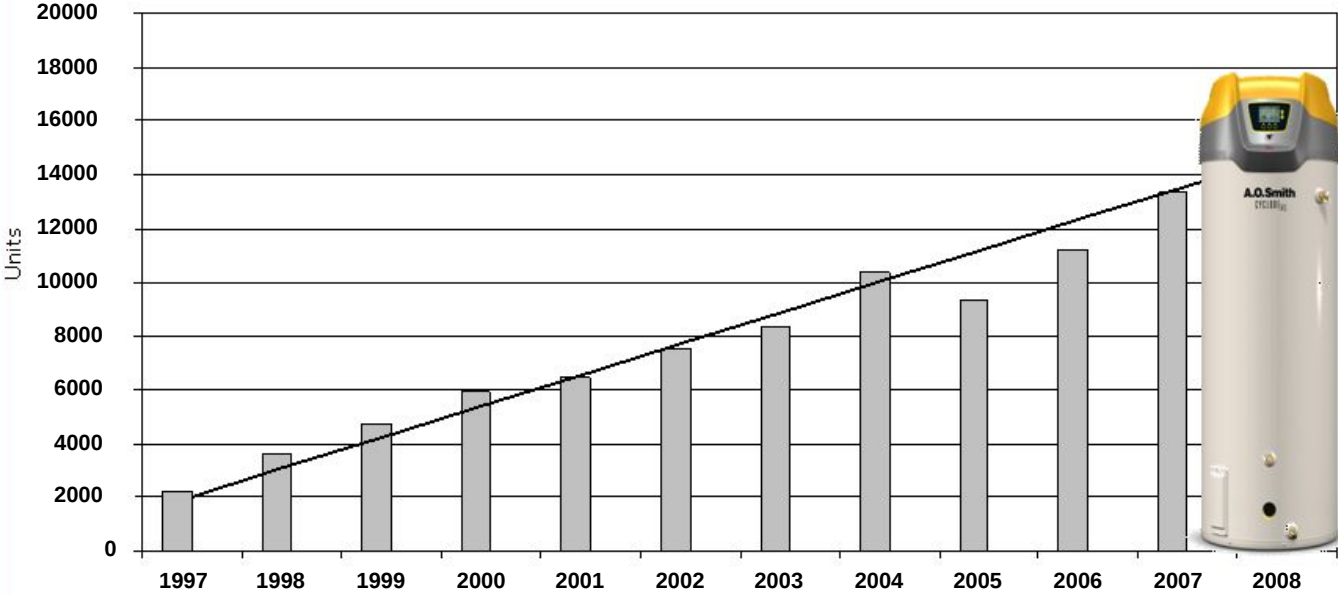
Energy Efficiency



Cyclone Sales Growth

20% of commercial revenues in 2008

CAGR = 20.8%



A. O. Smith Tankless Gas Water Heaters

- A comprehensive line of tankless water heaters
- Residential and Commercial designs
- Indoor and Outdoor installation options
- Available in Natural Gas or Propane
- Energy Efficient – up to 84% thermal efficiency



Heat Pump Water Heating

- Acquisition of AERS – Specialty commercial manufacturer
- Additional, new distribution channel
- Introducing heat pump water heater in China



Solar Water Heating

- Balcony mount system for China
- Commercial system for Europe
- Residential water heater for North America

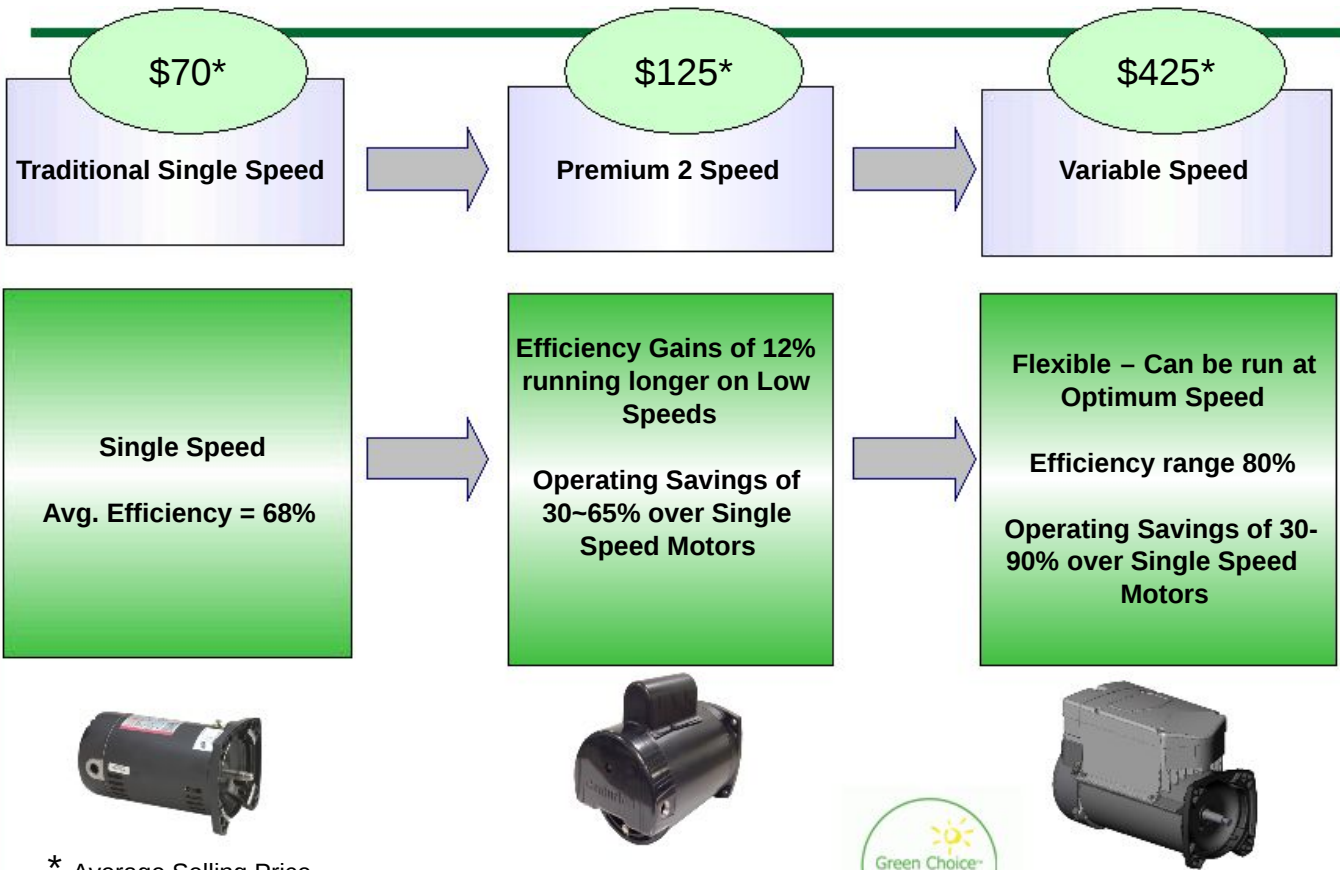


New Centurion Pro Pump Motor

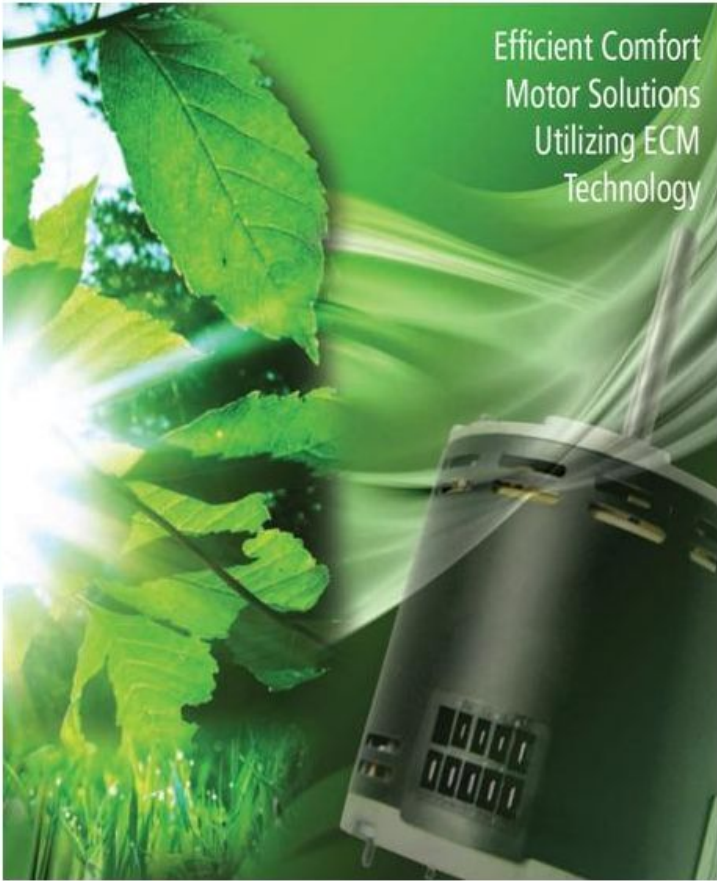
- Single-Speed, Two-Speed, Three Phase
- Improved cooling → longer life
- Better bearing protection → longer life
- Better wiring access → easier installation
- Business
 - Won 12,000 units (\$1.2M) at Hayward
 - Working with Pentair and Jandy for 2010 season



Energy Efficiency Strategy



AOS Comfort Series



Comfort Series Models
Highly Efficient.
Ultra Quiet.
Extremely Versatile.

Premium Comfort
Ultimate in comfort capabilities

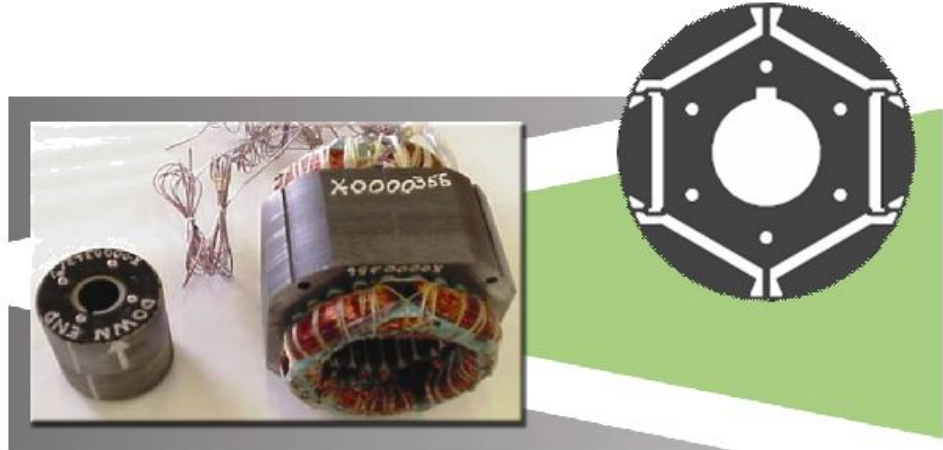
Comfort Plus
Combines simplicity of Comfort Select with reduced airflow control capabilities

Comfort Select
Five user defined taps for speed/torque control

Comfort Series Selection Guide			
	Premium Comfort	Comfort Plus	Comfort Select
Full Variable Operation	✓	✓	
Constant Speed	✓	✓	✓
Constant Torque	✓	✓	✓
Constant Airflow	✓	✓	
PWM Control Input	✓	✓	
0-10 Volt Control Input	✓		
Serial Communications (OPTORS48s) for Control	✓		
16 Pin Thermostat Input	✓		
Ramp Rates	✓	✓	✓
Input Power - Single Voltage		✓	✓
Input Power - Multi Voltage	✓		

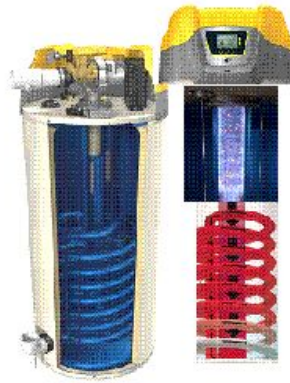
Residential Hermetic Variable Speed

- 59 frame IPM for Bristol
 - Completed in just 3 weeks and delivered March 2nd
 - Seeking IP protection on design
 - Preliminary tests found 2 SEER point improvement



Energy Efficient Products

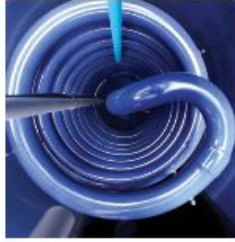
- 40% of China water heater sales are highest energy efficiency rating!
- 25% of water products sales exceed minimum energy efficiency standards
- 9% of electrical products sales exceed minimum energy efficiency standards



Investment Case

- Leader in Commercial and Residential Water Heaters
- Margin Expansion, in spite of Significant Volume Declines
- Strong Balance Sheet and Cash Flow
- China/Asia
- Energy Efficient Products





Thank you!

Investor Contact

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Vice President, Investor Relations and Treasurer

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