SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended June 30, 2000

OR

__ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ________________ to ________________

Commission File Number 1-475

[GRAPHIC OMITTED]
A.O. SMITH CORPORATION

Delaware	39-0619790
(State of Incorporation)	(IRS Employer ID Number)

P. O. Box 245008, Milwaukee, Wisconsin 53224-9508
Telephone: (414) 359-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes X No
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Class A Common Stock Outstanding as of June 30, 2000 8,690,125 shares

Common Stock Outstanding as of June 30, 2000 14,725,080 shares

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A. O. Smith Corporation

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PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
AND RETAINED EARNINGS
Three and Six Months ended June 30, 2000 and 1999
(000 omitted except for per share data)
(unaudited)

	Three Months Ended June 30		Six Months Ended June 30	
	2000	1999	2000	1999
Continuing Operations				
Electric Motor Technologies	$248,245	$156,664	$496,121	$304,539
Water Systems Technologies	83,036	78,751	170,203	160,739
Net Sales	331,281	235,415	666,324	465,278
Cost of products sold	264,323	185,952	531,971	369,888
Gross profit	66,958	49,463	134,353	95,390
Selling, general and administrative expenses	32,782	23,847	68,434	47,599
Interest expense	5,733	2,007	11,164	3,985
Interest income	(307)	(196)	(404)	(520)
Other expense - net	1,523	1,397	5,553	3,177
	27,227	22,408	49,606	41,149
Provision for income taxes	9,634	8,191	17,858	14,980
Earnings from Continuing Operations	17,593	14,217	31,748	26,169
Discontinued Operations (note 4)				
Earnings (loss) from operations less related income tax provision (benefit) 2000 - $777 & $1,074; 1999 - ($175) & ($488)	1,190	(302)	1,646	(852)
Loss on disposition less related income tax benefit 2000 - ($798)	(1,222)	-	(1,222)	-
Net Earnings	17,561	13,915	32,172	25,317
Retained Earnings				
Balance at beginning of period	543,008	508,561	531,204	499,954
Net Earnings	17,561	13,915	32,172	25,317
Cash dividends on common shares	(2,810)	(2,783)	(5,617)	(5,578)
Balance at End of Period	$557,759	$519,693	$557,759	$519,693
Basic Earnings (Loss) per Common Share (note 8)				
Continuing Operations	$ 0.75	$ 0.61	$ 1.36	$ 1.13
Discontinued Operations	-	(0.01)	0.02	(0.04)
Net Earnings	$ 0.75	$ 0.60	$ 1.38	$ 1.09
Diluted Earnings (Loss) per Common Share (note 8)				
Continuing Operations	$ 0.74	$ 0.60	$ 1.34	$ 1.11
Discontinued Operations	-	(0.01)	0.02	(0.04)
Net Earnings	$ 0.74	$ 0.59	$ 1.36	$ 1.07
Dividends per Common Share	$ 0.12	$ 0.12	$ 0.24	$ 0.24

See accompanying notes to unaudited condensed consolidated financial statements.

PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
June 30, 2000 and December 31, 1999
(000 omitted)

	(unaudited) June 30, 2000	December 31, 1999
Assets		
Current Assets		
Cash and cash equivalents (note 2)	$ 8,308	$ 14,761
Receivables	221,247	183,442
Inventories (note 5)	165,745	163,443
Deferred income taxes	10,560	11,323
Other current assets	7,534	5,253
Net current assets - discontinued operations (note 4)	16,665	10,405
Total Current Assets	430,059	388,627
Property, plant and equipment	535,993	518,741
Less accumulated depreciation	252,295	235,248
Net property, plant and equipment	283,698	283,493
Goodwill and other intangibles	248,040	251,085
Other assets	99,655	88,990
Net long-term assets - discontinued operations (note 4)	49,332	51,791
Total Assets	$1,110,784	$1,063,986
Liabilities		
Current Liabilities		
Trade payables	$ 103,296	$ 81,221
Accrued payroll and benefits	30,708	32,272
Accrued liabilities	30,514	27,301
Product warranty	11,513	10,847
Income taxes	4,112	7,170
Long-term debt due within one year	9,629	9,629
Total Current Liabilities	189,772	168,440
Long-term debt (note 6)	344,800	351,251
Other liabilities	63,279	64,536
Deferred income taxes	56,330	48,675
Total Liabilities	654,181	632,902
Stockholders' Equity		
Class A common stock, $5 par value: authorized 14,000,000 shares; issued 8,722,720	43,614	43,615
Common stock, $1 par value: authorized 60,000,000 shares; issued 23,826,642	23,827	23,826
Capital in excess of par value	53,252	53,026
Retained earnings (note 6)	557,759	531,204
Accumulated other comprehensive loss (note 7)	(4,627)	(3,238)
Treasury stock at cost	(217,222)	(217,349)
Total Stockholders' Equity	456,603	431,084
Total Liabilities and Stockholders' Equity	$1,110,784	$1,063,986

See accompanying notes to unaudited condensed consolidated financial statements

PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
Six Months Ended June 30, 2000 and 1999
(000 omitted)
(unaudited)

	Six Months Ended June 30 2000	Six Months Ended June 30 1999
Operating Activities		
Continuing		
Earnings from continuing operations	$ 31,748	$ 26,169
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation	18,535	13,204
Amortization	4,234	2,613
Net change in current assets and liabilities	(18,671)	(9,437)
Net change in other noncurrent assets and liabilities	(6,306)	(9,285)
Other	662	229
Cash Provided by Operating Activities	30,202	23,493
Investing Activities		
Capital expenditures	(20,733)	(15,978)
Other	(558)	(782)
Cash Used in Investing Activities	(21,291)	(16,760)
Cash Flow Before Financing Activities	8,911	6,733
Discontinued		
Cash Used in Discontinued Operations	(3,377)	(4,564)
Financing Activities		
Debt incurred	-	1,609
Debt retired	(6,451)	(1,600)
Purchase of treasury stock	-	(2,691)
Net proceeds from common stock and option activity	38	78
Tax benefit from exercise of stock options	43	50
Dividends paid	(5,617)	(5,578)
Cash Used in Financing Activities	(11,987)	(8,132)
Net decrease in cash and cash equivalents	(6,453)	(5,963)
Cash and cash equivalents-beginning of period (note 2)	14,761	37,666
Cash and Cash Equivalents - End of Period	$ 8,308	$ 31,703

See accompanying notes to unaudited condensed consolidated financial statements.

PART I - FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2000
(unaudited)

1. Basis of Presentation

The condensed consolidated financial statements presented herein are based on interim figures and are subject to audit. In the opinion of management, all adjustments consisting of normal accruals considered necessary for a fair presentation of the results of operations and of financial position have been made. The results of operations for the three- and six-month periods ended June 30, 2000 are not necessarily indicative of the results expected for the full year. The condensed consolidated balance sheet as of December 31, 1999 is derived from the audited financial statements but does not include all disclosures required by generally accepted accounting principles. Certain prior year amounts have been reclassified to conform to the 2000 presentation.

In the second quarter, the company changed its vacation policy for certain employees so that vacation pay is earned ratably throughout the year. The accrued liability at June 30, 2000 was reduced by $2.3 million to eliminate vacation pay no longer required to be accrued under the current policy.

2. Statement of Cash Flows

For purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents include short-term investments held primarily for cash management purposes. These investments normally mature within three months from the date of acquisition.

3. Acquisition

On August 2, 1999, the company acquired the assets of MagneTek, Inc.'s (MagneTek) domestic electric motor business and six wholly owned foreign subsidiaries for $244.6 million. The purchase price was allocated to the assets acquired and the liabilities assumed based upon current estimates of their respective fair values at the date of acquisition. These estimates may be revised at a later date.

In connection with the MagneTek acquisition, the company recorded additional purchase liabilities of $19.4 million which included employee severance and relocation, as well as certain facility exit costs. Costs incurred and charged against the purchase liability totaled $0.9 and $1.7 million for the three- and six-month periods ended June 30, 2000. Total costs incurred and charged against the liability from August 2, 1999 to June 30, 2000 totaled $2.7 million.

4. Discontinued Operations

In the first quarter, the company decided to divest its fiberglass piping and liquid and dry bulk storage tank businesses. Net sales of these businesses were $33.9 and $62.6 million for the three- and six-month periods ended June 30, 2000 and $27.4 and $54.8 million for the three- and six-month periods ended June 30, 1999.

The operating results of the discontinued businesses have been reported separately as discontinued operations in the accompanying financial statements. Certain expenses have been allocated to the discontinued operations, including interest expense, which was allocated based on the ratio of net assets of the discontinued businesses to the total consolidated capital of the company.

The company recorded an aftertax charge of $1.2 million in the second quarter in settlement of certain claims which arose out of the sale of its automotive business in April 1997.

5. Inventories (000 omitted)

	June 30, 2000	Dec. 31, 1999
Finished products	$ 107,271	$ 99,335
Work in process	36,526	40,197
Raw materials	40,402	41,997
Supplies	954	1,322
	185,153	182,851
Allowance to state inventories at LIFO cost	19,408	19,408
	$ 165,745	$ 163,443

6. Long-Term Debt

The company's credit agreement and term notes contain certain conditions and provisions which restrict the company's payment of dividends. Under the most restrictive of these provisions, retained earnings of $69.3 million were unrestricted as of June 30, 2000. The company renewed its $100 million credit facility which now expires on July 27, 2001. In addition, the company has available a $250 million credit facility that expires August 2, 2004.

7. Comprehensive Earnings (Loss)

The company's comprehensive earnings were $17.2 and $30.8 million for the three- and six-month periods ended June 30, 2000 and $13.7 and $24.3 million for the three- and six-month periods ended June 30, 1999. Comprehensive earnings, for all periods presented, were comprised of net earnings and foreign currency translation adjustments. No provisions or benefits for U.S. income taxes have been made on these foreign currency translation adjustments.

8. Earnings per Share of Common Stock

The numerator for the calculation of basic and diluted earnings per share is net earnings. The following table sets forth the computation of basic and diluted weighted-average shares used in the earnings per share calculations:

	Three Months Ended June 30		Six Months Ended June 30	
	2000	1999	2000	1999
Denominator for basic earnings per share - weighted-average shares	23,363,973	23,151,831	23,362,683	23,188,004
Effect of dilutive stock options	370,512	574,810	353,742	546,288
Denominator for diluted earnings per share	23,734,485	23,726,641	23,716,425	23,734,292

9. Operations by Segment

(000 omitted)	Three Months Ended June 30		Six Months Ended June 30	
	2000	1999	2000	1999
Net Sales				
Electric Motor Technologies	$248,245	$156,664	$496,121	$304,539
Water Systems Technologies	83,036	78,751	170,203	160,739
Net Sales	$331,281	$235,415	$666,324	$465,278
Earnings before Interest and Taxes				
Electric Motor Technologies	$ 28,365	$ 21,128	$ 54,288	$ 39,514
Water Systems Technologies	8,889	8,680	18,354	17,183
Total Segments	37,254	29,808	72,642	56,697
General Corporate and Research and Development Expenses	(4,601)	(5,589)	(12,276)	(12,083)
Interest Expense - Net	(5,426)	(1,811)	(10,760)	(3,465)
Earnings before Income Taxes	27,227	22,408	49,606	41,149
Provision for Income Taxes	(9,634)	(8,191)	(17,858)	(14,980)
Earnings from Continuing Operations	$ 17,593	$ 14,217	$ 31,748	$ 26,169

Intersegment sales, which are immaterial, have been excluded from segment revenues.

PART I - FINANCIAL INFORMATION

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

FIRST SIX MONTHS OF 2000 COMPARED TO 1999

Sales were $331.3 million in the second quarter of 2000, an increase of almost $96 million or 40.7% over sales of $235.4 million in the second quarter of 1999. Sales for the first half of 2000 were $666.3 million or 43.2% higher than the $465.3 million of sales in the same period last year. Both the second quarter and first half of 2000 were impacted by higher sales at Electric Motors due to the MagneTek motor business acquired in August 1999. This acquisition had net revenues of approximately $93 million and $183 million in the second quarter and first half of 2000, respectively.

Second quarter earnings from continuing operations of $17.6 million surpassed last year's second quarter earnings of $14.2 million by $3.4 million or about 24%. Continuing earnings for the first half of 2000 were $31.7 million or 21% higher than earnings of $26.2 million in the first half of 1999. On a diluted per share basis, second quarter continuing earnings increased from $.60 in 1999 to $.74 in 2000. Continuing earnings per share for the first half of 2000 were $1.34 compared to $1.11 in the same period last year. The improved earnings for the second quarter and first half of the year were due mostly to the higher sales volume at the electric motors operation compared with the prior year.

The gross profit margin for the second quarter declined from 21% in 1999 to 20.2% in 2000. The year to date gross profit margin in 2000 was 20.2% compared to 20.5% in the same period in 1999. The lower margins in both the second quarter and first half of 2000 resulted primarily from the inclusion of the MagneTek motors business.

Second quarter sales of Electric Motor Technologies were $248.2 million or $91.6 million higher than the second quarter of 1999. Year to date sales for this segment were $496.1 million, an increase of $191.6 million over 1999 first half sales of $304.5 million. Excluding sales associated with the August, 1999 motor business acquisition, second quarter sales were basically unchanged from the second quarter of 1999 as a 4% decline in motor sales to the heating, ventilating and air conditioning industry (HVAC) were offset by increased sales to other motor markets. Year to date sales for this operation reflect approximately $183 million of sales related to the acquisition as well as growth in the base motor business which occurred in the HVAC, pump and garage door opener markets in the first quarter of 2000.

Second quarter operating profits for Electric Motor Technologies increased from $21.1 million in 1999 to $28.4 million in 2000. The first half earnings exhibited similar improvement as earnings increased from $39.5 million in 1999 to $54.3 million in 2000. Increased operating profits in both the second quarter and first half of 2000 were due mostly to the higher sales volume. As discussed in the notes to the financial statements, second quarter 2000 operating profits were also impacted as a result of conforming the vacation policy of certain employees to comply with the existing overall company policy.

Second quarter sales for Water Systems Technologies were $83 million in 2000 or 5.3% higher than 1999 second quarter sales of $78.8 million due to continued international growth, most notably in China and the Far East. Sales for the first half of 2000 were 5.9% higher than the same period last year and also reflected higher volume for the China operation. Water Systems Technologies' 2000 second quarter and first half operating profits increased slightly from 1999 levels as a result of the lower loss in China and increased earnings from other international operations.

Selling, general and administrative (SG & A) expense in the second quarter and first half of the year were substantially higher than the respective periods in 1999 due to the motors acquisition. Relative to sales, year to date SG & A was consistent in 1999 and 2000.

Net interest expense for the second quarter and first half of 2000 exceeded that of the comparable periods in 1999 by $3.6 million and $7.3 million, respectively. The increased financing cost was due to the MagneTek acquisition.

Other expense in the second quarter of 2000 was slightly higher than the same period in 1999 as the impact of additional goodwill amortization associated with the acquisition was partially offset by certain miscellaneous items. Other expense for the first half of 2000 was $2.4 million higher than the same period last year due to acquisition related expenses including goodwill amortization.

The effective tax rate for the first six months of the year was 36% in 2000, slightly lower than the 36.4% rate in the first half of 1999. The second quarter effective tax rate was 35.4% and compared to 36.6% in the same period of 1999. The lower rates in the first half and second quarter of 2000 were due to increased foreign earnings which are taxed at lower rates and additional federal income tax credits.

In the first quarter the company announced its intent to exit the fiberglass pipe and storage tank markets and accordingly, Smith Fiberglass Products Company and A. O. Smith Engineered Storage Products Company have been classified as discontinued operations in the accompanying financial statements. Sales for these discontinued operations were $33.9 million in the second quarter of 2000 and compared with $27.4 million in the same quarter last year. Year to date sales for 2000 and 1999 were $62.6 million and $54.8 million, respectively. The after-tax profits in 2000 for Engineered Storage Products Company were $1.2 million in the second quarter and $1.6 million in the first half of 2000, compared with $1.0 million and $1.3 million in the same periods in 1999. Fiscal 1999 discontinued aftertax operating losses of $.3 million and $.9 million for the three and six month periods included both discontinued business. The after-tax loss for Smith Fiberglass Products Company for the three and six months ended June 30, 2000 were $.2 million and $.9 million respectively. Fiscal 2000 Smith Fiberglass losses have been charged to the disposition reserves established at December 31, 1999. At June 30, 2000 the company believes such reserves are adequate and expects its divestitures to be completed in the fourth quarter of 2000. During the second quarter, the company recorded an after-tax charge of $1.2 million in settlement of certain claims that arose out of the sale of its automotive business in April 1997.

During the first half of 2000 and 1999, the company was party to futures contracts for the purposes of hedging a portion of certain raw material purchases. The company was also a party to forward foreign currency transactions consistent with its committed exposures. Had these contracts not been in place, the earnings of the company would not have been materially affected.

Outlook

The company recently disclosed that it is seeing signs in its markets that the economy is beginning to moderate. The company views the heating and air conditioning industry with caution as sales growth begins to decelerate and customers cut back on production to keep inventories in line. The weaker HVAC market has also had an adverse effect on the company's recent MagneTek motor acquisition. Coupled with some acquisition-related transition problems, the company is now projecting lower sales for MagneTek than previously expected. Accordingly, earnings accretion from the acquisition is now expected to be less than the $.30 to $.35 per share previously forecast. As a result of the market softening, the company is now cautious about the outlook for the balance of the year, and believes analyst earnings estimates of approximately $2.50 per share for the full year 2000, may prove difficult to achieve.

Liquidity & Capital Resources

The company's working capital was $240.3 million at June 30, 2000, $20.1 million higher than at December 31, 1999. An increase in accounts receivable of $37.8 million, resulting from higher sales, was partially offset by increases to accounts payable. Cash provided by continuing operations during the first half of 2000 was $8.9 million compared to $6.7 million during the same time period one year ago.

Capital expenditures by continuing operations during the first half of 2000 totaled $20.7 million compared with $16.0 million during the same period in 1999. All of the increase in capital spending was related to higher spending requirements in the motor business. The company expects higher capital spending in 2000 compared to 1999, and expects capital expenditures to be covered by operating cash flow.

The company's long term debt decreased by $6.5 million from $351.3 million at December 31, 1999 to $344.8 million at June 30, 2000. The company's leverage as measured by the ratio of total debt to total capitalization was 44% at the end of the second quarter. This was slightly lower than the 46% leverage ratio at the end of last year. The company renewed its $100 million credit facility which now expires on July 27, 2001. In addition, the company has available a $250 million credit facility that expires August 2, 2004.

In connection with the MagneTek acquisition in August, 1999, additional purchase liabilities of $19.4 million were recorded which included employee severance and relocation, as well as certain facility exit costs. Costs incurred and charged against the purchase liabilities totaled $1.7 million and $2.7 million during the first half of 2000 and since the acquisition, respectively. The purchase price was allocated to the assets acquired and the liabilities assumed based upon current estimates of their respective fair values at the date of acquisition. These estimates may be revised at a later date.

At its July 11, 2000 meeting, A. O. Smith's Board of Directors declared an 8% increase to its regular quarterly dividend and will pay $.13 per share on its common stock (Class A Common and Common). The dividend is payable on August 15, 2000 to shareholders of record July 31, 2000.

ITEM 3. - QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISK

As is more fully described in the company's annual report on Form 10-K for the year ended December 31, 1999, the company is exposed to various types of market risks, primarily currency and certain commodities. The company monitors its risks in such areas on a continuous basis and, generally enters into futures contracts to minimize such exposures for periods of less than one year. The company does not engage in speculation in its derivatives strategies. There have been no material changes in the company's futures contracts since December 31, 1999.

Forward Looking Statements

Certain statements in this report are "forward-looking statements." These forward-looking statements can generally be identified as such because the context of the statement will include words such as the company "believes," "anticipates," "expects," "projects," or words of similar import. Although the company believes that its expectations are based upon reasonable assumptions within the bounds of its knowledge of its business, there can be no assurance that its financial goals will be realized. Although a significant portion of the company's sales are derived from the replacement of previously installed product, and such sales are therefore less volatile, numerous factors may affect actual results and cause results to differ materially from those expressed in forward-looking statements made by, or on behalf of, the company. The company considers most important among such factors, the stability in its electric motor and water products markets, the timely and proper integration of the MagneTek motors acquisition, and the implementation of associated cost reduction programs.

All subsequent written and oral forward-looking statements attributable to the company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

PART II - OTHER INFORMATION
ITEM 1 - LEGAL PROCEEDINGS

Dip Tube Litigation
The company previously reported on the Dip Tube Litigation in its Form 10-Q Reports for the Quarters ended March 31, 1999, and September 30, 1999, and Form 10-K for the fiscal year ended December 31, 1999. On May 1, 2000, the federal court overseeing the dip tube class action, described and captioned as Paul Heilman, et al. v. Perfection Corporation, et al., gave final approval to the settlement. The final Order approved the remedial system provided for in the settlement agreement. The company and the other water heater manufacturers are currently funding settlement claims, which consist of two parts. The first part entitles consumers to obtain reimbursement for amounts they spent fixing dip tube related damages. The deadline for filing claims for reimbursement expired on June 30, 2000. Part two of the settlement offers prospective relief in the form of certificates for dip tube replacements, dip tube replacements plus system flushes, system flushes only and emergency relief if the circumstances warrant. The deadline for filing claims for prospective relief is December 31, 2000.

The direct action lawsuit brought by the water heater manufacturers, including the company, in the Civil District Court for the Parish of Orleans, State of Louisiana against Perfection Corporation; American Meter Company, the parent company of Perfection; and their insurers is in the motion and discovery stage. This lawsuit seeks (1) recovery of damages sustained by the company and the other water heater manufacturers related to the costs of the class action settlement and the handling of dip tube claims outside of and prior to the national class action settlement, (2) damages for the liability of the water heater manufacturers assumed by Perfection Corporation by contract, and (3) damages for the personal injuries suffered by the company and the other water heater manufacturers as a result of disparagement of their businesses. Also relating to the water heater manufacturers' recovery efforts, the insurers of Perfection Corporation have brought third-party claims against the water heater manufacturers in a state court action in Cook County, Illinois. Perfection Corporation has also sued the company and the water heater manufacturers in a separate action in Cook County, Illinois. The filing by Perfection Corporation is an attempt to preempt the Louisiana lawsuit.

Environmental Matters
In the second quarter, the United States Environmental Protection Agency notifed the company that it may be a Potentially Responsible Party at a contaminated site in St. Louis, Missouri, bringing the total number of sites at which the company is involved to thirteen. Based on the limited information available to the company at this time, the company believes that if it was involved at the site, its participation was minimal.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On March 2, 2000, the company mailed a proxy statement to its stockholders relating to the annual meeting of stockholders on April 5, 2000. The annual meeting included the election of directors and to approve the ratification of Ernst & Young LLP as the independent auditors of the company for 2000.

Directors are elected by a plurality of votes cast, by proxy or in person, with the holders voting as separate classes. A plurality of votes means that the nominees who receive the greatest number of votes cast are elected as directors. Consequently, any shares which are not voted, whether by abstention, broker nonvotes or otherwise, will have no effect on the election of directors.

For all other matters considered at the meeting, both classes of stock vote together as a single class, with the Class A Common Stock entitled to one vote per share and the Common Stock entitled to 1/10th vote per share. All such other matters are decided by a majority of the votes cast. On such other matters, an abstention will have the same effect as a "no" vote but, because shares held by brokers will not be considered to vote on matters as to which the brokers withhold authority, a broker nonvote will have no effect on the vote.

1. Election of Directors

Class A Common Stock Directors	Votes For	Votes Withheld	Broker Nonvotes
Tom H. Barrett	8,605,724	3,678	0
Glen R. Bomberger	8,605,724	3,678	0
Robert J. O'Toole	8,605,769	3,633	0
Dr. Agnar Pytte	8,605,616	3,786	0
Arthur O. Smith	8,605,724	3,678	0
Bruce M. Smith	8,605,724	3,678	0

Common Stock Directors	Votes For	Votes Withheld	Broker Nonvotes
William F. Buehler	11,903,986	94,576	0
Kathleen J. Hempel	11,904,727	94,835	0

2. Ratification of Ernst & Young LLP as Independent Auditors

COMBINED CLASS VOTE:	Votes For	Votes Against	Broker Abstentions
Class A Common Stock and Common Stock (1/10th vote)	9,803,815	3,819	1,625

ITEM 5 - OTHER INFORMATION

On July 11, 2000, the Board of directors elected a new director, W. Michael Barnes. Mr. Barnes is senior vice president of finance and planning and chief financial officer of Rockwell International Corporation in Milwaukee, Wisconsin.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

None.

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 thereunto duly authorized.

A. O. SMITH CORPORATION

July 21, 2000

/s/John J. Kita

John J. Kita
Vice President,
Treasurer and Controller

July 21, 2000

/s/G. R. Bomberger

G. R. Bomberger
Executive Vice President
and Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
(27)	Financial Data Schedule
(27-1)	Restated Financial Data Schedule

5
1,000

6-MOS
DEC-31-2000
JUN-30-2000
8,308
0
223,961
(2,714)
165,745
430,059
535,993
252,295
1,110,784
189,772
344,800
0
0
67,441
389,162
1,110,784
666,324
666,324
531,971
531,971
5,553
0
11,164
49,606
17,858
31,748
424
0
0
32,172
1.38
1.36

5

1,000

6-MOS
DEC-31-1999
JUN-30-1999
31,703
0
144,779
(2,033)
88,830
295,206
421,215
214,438
776,230
133,029
131,212
0
0
67,484
350,131
776,230
465,278
465,278
369,888
369,888
3,177
0
3,985
41,149
14,980
26,169
(852)
0
0
25,317
1.09
1.07