

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RETLER STEVE W</u>  (Last) (First) (Middle) <u>A. O. SMITH CORPORATION</u> <u>11270 WEST PARK PLACE</u>  (Street) <u>MILWAUKEE WI 53224</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP [ AOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President - CD</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2011		M		16,050	A	\$19.133	32,386	D	
Common Stock	02/10/2011		M		6,750	D	\$16.427	39,136	D	
Common Stock	02/10/2011		S		100	D	\$41.59	39,036	D	
Common Stock	02/10/2011		S		100	D	\$41.61	38,936	D	
Common Stock	02/10/2011		S		300	D	\$41.63	38,636	D	
Common Stock	02/10/2011		S		400	D	\$41.65	38,236	D	
Common Stock	02/10/2011		S		600	D	\$41.66	37,636	D	
Common Stock	02/10/2011		S		400	D	\$41.67	37,236	D	
Common Stock	02/10/2011		S		100	D	\$41.68	37,136	D	
Common Stock	02/10/2011		S		300	D	\$41.69	36,836	D	
Common Stock	02/10/2011		S		300	D	\$41.7	36,536	D	
Common Stock	02/10/2011		S		100	D	\$41.71	36,436	D	
Common Stock	02/10/2011		S		300	D	\$41.72	36,136	D	
Common Stock	02/10/2011		S		200	D	\$41.74	35,936	D	
Common Stock	02/10/2011		S		200	D	\$41.75	35,736	D	
Common Stock	02/10/2011		S		300	D	\$41.77	35,436	D	
Common Stock	02/10/2011		S		100	D	\$41.78	35,336	D	
Common Stock	02/10/2011		S		100	D	\$41.79	35,236	D	
Common Stock	02/10/2011		S		200	D	\$41.81	35,036	D	
Common Stock	02/10/2011		S		100	D	\$41.84	34,936	D	
Common Stock	02/10/2011		S		300	D	\$41.85	34,636	D	
Common Stock	02/10/2011		S		100	D	\$41.86	34,536	D	
Common Stock	02/10/2011		S		100	D	\$41.88	34,436	D	
Common Stock	02/10/2011		S		200	D	\$41.89	34,236	D	
Common Stock	02/10/2011		S		500	D	\$41.9	33,736	D	
Common Stock	02/10/2011		S		200	D	\$41.91	33,536	D	
Common Stock	02/10/2011		S		700	D	\$41.92	32,836	D	
Common Stock	02/10/2011		S		200	D	\$41.93	32,636	D	
Common Stock	02/10/2011		S		300	D	\$41.94	32,336	D	
Common Stock	02/10/2011		S		400	D	\$41.96	31,936	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy)	\$19.33	02/10/2011		M			16,050 <sup>(1)</sup>	10/06/2004	10/07/2013	Common Stock	16,050	\$0	50,450	D	
Employee Stock Options (Right to Buy)	\$16.427	02/10/2011		M			6,750 <sup>(2)</sup>	10/11/2005	10/12/2014	Common Stock	6,750	\$0	43,700	D	

**Explanation of Responses:**

- The employee stock options were granted on 10/07/2003, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.
- The employee stock options were granted on 10/12/2004, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.

**Remarks:**

James F. Stern, Attorney-in-Fact 02/11/2011  
for Steve W. Rettler

\*\* 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.

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