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 March 31, 2003.

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

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 ___

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act) Yes X No ___

Class A Common Stock Outstanding as of March 31, 2003 -- 8,553,671 shares

Common Stock Outstanding as of March 31, 2003 -- 20,494,398 shares

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A. O. Smith Corporation

PART I - FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
Three Months ended March 31, 2003 and 2002 (dollars in thousands, except for per share data)
(unaudited)

	Three Months Ended March 31	
	2003	2002
Electrical Products	$ 213,091	$ 196,234
Water Systems	174,821	175,693
Net Sales	387,912	371,927
Cost of products sold	309,719	295,026
Gross profit	78,193	76,901
Selling, general and administrative expenses	54,023	53,204
Interest expense	2,908	4,177
Other expense - net	336	870
	20,926	18,650
Provision for income taxes	7,220	6,528
Net Earnings	$ 13,706	12,122
Earnings per Common Share		
Basic	$0.47	$0.51
Diluted	$0.46	$0.50
Dividends per Common Share	$0.14	$0.13

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
March 31, 2003 and December 31, 2002
(dollars in thousands)

	(unaudited) March 31, 2003	December 31, 2002
Assets		
Current Assets		
Cash and cash equivalents	$ 27,501	$ 32,847
Receivables	246,129	215,481
Inventories	217,689	200,351
Deferred income taxes	26,008	26,714
Other current assets	18,289	12,858
Total Current Assets	535,616	488,251
Property, plant and equipment	691,745	686,180
Less accumulated depreciation	336,638	323,450
Net property, plant and equipment	355,107	362,730
Goodwill	302,413	302,410
Other intangibles	6,671	6,741
Other assets	65,840	64,725
Total Assets	$ 1,265,647	$ 1,224,857
Liabilities		
Current Liabilities		
Trade payables	$ 150,870	$ 131,423
Accrued payroll and benefits	35,715	38,745
Accrued liabilities	56,731	58,576
Product warranty	19,405	19,478
Income taxes	3,764	1,786
Long-term debt due within one year	11,671	11,671
Total Current Liabilities	278,156	261,679
Long-term debt	253,438	239,084
Pension liability	88,323	90,836
Other liabilities	113,192	114,694
Deferred income taxes	10,496	7,512
Total Liabilities	743,605	713,805
Stockholders' Equity		
Class A common stock, $5 par value: authorized 14,000,000 shares; issued 8,586,266	42,931	42,977
Common stock, $1 par value: authorized 60,000,000 shares; issued 23,963,096	23,963	23,954
Capital in excess of par value	73,581	73,526
Retained earnings	598,134	588,487
Accumulated other comprehensive loss	(120,739)	(121,877)
Treasury stock at cost	(95,828)	(96,015)
Total Stockholders' Equity	522,042	511,052
Total Liabilities and Stockholders' Equity	$ 1,265,647	$ 1,224,857

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 Three Months Ended March 31, 2003 and 2002
(dollars in thousands)
(unaudited)

	Three Months Ended March 31	
	2003	2002
Operating Activities		
Continuing		
Net earnings	$ 13,706	$ 12,122
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation	12,313	11,941
Amortization	476	356
Net change in current assets and liabilities	(36,024)	3,024
Net change in other noncurrent assets and liabilities	(143)	(5,516)
Other	(1,007)	927
Cash Provided by (Used in) Operating Activities	(10,679)	22,854
Investing Activities		
Capital expenditures	(5,423)	(7,080)
Acquisition of business	-	(2,050)
Cash Used in Investing Activities	(5,423)	(9,130)
Financing Activities		
Long-term debt incurred	16,497	-
Long-term debt retired	(2,143)	(14,798)
Net proceeds from common stock and option activity	-	815
Dividends paid	(4,059)	(3,094)
Cash Provided by (Used in) Financing Activities	10,295	(17,077)
Cash Provided by Discontinued Operations	461	4,445
Net increase (decrease) in cash and cash equivalents	(5,346)	1,092
Cash and cash equivalents-beginning of period	32,847	20,759
Cash and Cash Equivalents - End of Period	$ 27,501	$ 21,851

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
March 31, 2003
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended March 31, 2003 are not necessarily indicative of the results expected for the full year. It is suggested that the accompanying condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the company's latest Annual Report on Form 10-K. Certain prior year amounts have been reclassified to conform to the 2003 presentation.

2. Acquisitions

On July 1, 2002, A. O. Smith Corporation (the company) completed the purchase of the hermetic motor assets of the Athens Products (Athens) division of Electrolux Group for cash consideration of $9.7 million. The purchase price was allocated to the assets acquired and liabilities assumed based upon current estimates of their respective fair values at the date of acquisition.

In late 2002, the company acquired the motor manufacturing assets of Jiangsu Changheng Group Co. Ltd. (Changheng) for a total cost of $15.3 million including future payments of $3.8 million. The purchase price was allocated to the assets acquired and liabilities assumed based upon current estimates of their respective fair values at the date of acquisition.

In connection with the Athens acquisition and other acquisitions by the company, aggregate purchase liabilities of $26.5 million were recorded for employee severance and relocation, as well as certain facility exit costs. As of March 31, 2003, costs incurred and charged against these liabilities to date totaled $17.5 million.

3. Business Improvement Programs

In the fourth quarter of 2001, the company recorded restructuring and other charges of $9.4 million. The charges included employee separation costs of $7.7 million associated with product or component manufacturing repositioning and the realignment of certain administrative functions. The resulting reduction of workforce is approximately 150 salaried and 775 hourly employees. In addition, the company recorded facility impairment and lease charges of $1.7 million representing estimated costs of facilities to be vacated. The company spent $4.3 million through March 31, 2003 for employee severance and separation costs. At March 31, 2003, the company estimates approximately 200 employees are yet to be impacted. The realignment activities will be substantially completed prior to December 31, 2003.

4. Inventories

Inventories consist of the following (dollars in thousands):

	March 31, 2003	December 31, 2002
Finished products	$ 143,915	$ 130,685
Work in process	42,765	39,691
Raw materials	59,340	58,306
	246,020	228,682
LIFO reserve	28,331	28,331
	$ 217,689	$ 200,351

5. Goodwill

The company adopted Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets", effective January 1, 2002. Under SFAS No. 142, goodwill is no longer amortized but is reviewed for impairment on an annual basis.

Changes in the carrying amount of goodwill during the three-month period ended March 31, 2003 consist of the following (dollars in thousands):

	Electrical Products	Water Systems	Total
Balance at December 31, 2002	$ 233,782	$ 68,628	$ 302,410
Additional acquisition costs	3	-	3
Balance at March 31, 2003	$ 233,785	$ 68,628	$ 302,413

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 $96.2 million were unrestricted as of March 31, 2003.

7. Product warranty

The company offers warranties on the sales of certain of its products and records an accrual for estimated future claims. Such accruals are based upon historical experience and management's estimate of the level of future claims. The following table presents the company's product warranty liability activity for the three-months ended March 31, 2003 and 2002, respectively (dollars in thousands):

	2003	2002
Balance at January 1	$ 70,515	$ 69,632
Expense	7,475	8,172
Claims settled	(7,810)	(7,764)
Balance at March 31	$ 70,180	$70,040

8. Common Stock Issuance

On May 10, 2002, the company completed the sale of 4,776,065 shares of its common stock held in treasury. The $127.5 million net proceeds from the offering were used to reduce long-term debt.

9. Comprehensive Earnings

The company's comprehensive earnings are comprised of net earnings, foreign currency translation adjustments, and realized and unrealized gains and losses on cash flow derivative instruments.

	Three Months Ended March 31	
(dollars in thousands)	2003	2002
Net Earnings	$ 13,706	$ 12,122
Other comprehensive earnings (loss):		
Foreign currency translation adjustments	429	(276)
Unrealized net gain on cash flow derivative instruments less related income tax benefit: 2003- $454 and 2002 -$2,767	710	4,319
Comprehensive Earnings	$ 14,845	$ 16,165

10. 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 March 31	
	2003	2002
Denominator for basic earnings per share - weighted-average shares	28,942,357	23,772,140
Effect of dilutive stock options	579,995	545,337
Denominator for diluted earnings per share	29,522,352	24,317,477

11. Stock Based Compensation

The company has one stock-based employee compensation plan as more fully described in Note 11 of Notes to Consolidated Financial Statements of the Company's 2002 annual report on Form 10-K. SFAS No. 123, "Accounting for Stock-Based Compensation," encourages, but does not require companies to record compensation cost for stock-based employee compensation plans at fair value. The company has chosen to continue applying Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations in accounting for its stock option plan. Accordingly, because the number of shares is fixed and the exercise price of the stock options equals the market price of the underlying stock on the date of grant, no compensation expense has been recognized.

Had compensation cost been determined based upon the fair value at the grant date for awards under the plans based on the provisions of SFAS No. 123, the company's pro forma net earnings and earnings per share would have been as follows:

(dollars in thousands, except per share amounts)	Three months ended March 31 2003	2002
Net earnings:		
As reported	$ 13,706	$ 12,122
Deduct: Total stock based employee compensation expense determined under fair value based method, net of tax	(439)	(409)
Pro forma	$ 13,267	$ 11,713
Earnings per share:		
As reported:		
Basic	$0.47	$0.51
Diluted	0.46	0.50
Pro forma:		
Basic	$0.46	$0.49
Diluted	0.45	0.48

12. Operations by Segment

(dollars in thousands)	Three months ended March 31 2003	2002
Net Sales		
Electrical Products	$ 213,091	$ 196,234
Water Systems	174,821	175,693
	$ 387,912	$ 371,927
Earnings before interest and taxes		
Electrical Products	$ 17,689	$ 15,162
Water Systems	12,011	13,578
	29,700	28,740
Corporate expenses	(5,866)	(5,913)
Interest expense	(2,908)	(4,177)
Earnings before income taxes	20,926	18,650
Provision for income taxes	(7,220)	(6,528)
Net Earnings	$ 13,706	$ 12,122

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 THREE MONTHS OF 2003 COMPARED TO 2002

Net sales in the first quarter of 2003 were $387.9 million, an increase of $16.0 million or 4.3 percent over sales of $371.9 million in the first quarter of 2002. The increase in year-over-year first quarter sales occurred in our Electrical Products segment and was attributable to our acquisitions of Athens Products (Athens) and Jiangsu Changheng Group Co. Ltd. (Changheng) in the last half of 2002 as well as a modest increase in the base motors business.

Our gross profit margin declined slightly from 20.7 percent in the first quarter of 2002 to 20.2 percent in this year's first quarter. The decrease in margin was due to increased steel prices and cost escalation associated with employee benefits such as pension and health insurance.

Selling, general and administrative expense for the first quarter of 2003 was $54.0 million, slightly higher than the $53.2 million in the first quarter of 2002. The slight increase was due to the aforementioned increase in benefit costs partially offset by cost reduction activities within our operating units.

Interest expense in the first quarter of 2003 declined to $2.9 million from $4.2 million in the first quarter of 2002. The lower interest expense was due to a significant reduction in debt levels resulting from our May 10, 2002 stock offering as well as lower interest rates.

We have significant pension benefit costs and credits that are developed from actuarial valuations. The valuations reflect key assumptions regarding, among other things, discount rates, expected return on assets, retirement ages, and years of service. Consideration is given to current market conditions, including changes in interest rates, in making these assumptions. Our assumption for the expected rate of return on pension plan assets is 9.0 percent in 2003 compared with 9.75 percent in 2002. Pension income in the first quarter of 2003 was $2.5 million or $2.0 million less than the first quarter of 2002. Our pension income is reflected as reductions to cost of products sold and selling, general, and administrative expense.

Other expenses decreased from $0.9 million in the first quarter of 2002 to $0.3 million in the first quarter of 2003 due mostly to a non-recurring gain on the sale of securities.

Our effective tax rate declined from 35.0 percent in the first quarter of 2002 to 34.5 percent in the first quarter of 2003 due to the ongoing process of optimizing the tax structure of our international operations.

Net earnings in the first quarter of 2003 were $13.7 million, representing a 13 percent improvement compared with the $12.1 million of net earnings in last year's first quarter. The increase in net earnings was primarily attributable to improved operating performance in our Electrical Products segment as well as lower interest expense. While net earnings improved 13 percent, our 2003 first quarter earnings per diluted share of $0.46 was less than last year's per share earnings of $0.50 due to the impact of the 4.8 million shares of stock issued in May 2002.

Electrical Products

First quarter net sales for our Electrical Products segment were $213.1 million or $16.9 million higher than sales of $196.2 million in the same period last year. The sales increase was the result of our July 2002 acquisition of Athens Products, higher sales in the pump and after-market businesses, as well as additional sales from our recently acquired Chinese motor operations. Sales to the heating, ventilating, and air conditioning market were comparable to the same quarter last year.

Operating earnings for our Electrical Products segment in the first quarter of 2003 were $17.7 million or 16.7 percent higher than the $15.2 million of operating earnings in the first quarter of 2002. Higher volumes and the favorable impact of continuing cost reduction and product repositioning initiatives were responsible for the earnings increase. As part of the repositioning activities, we closed the Monticello assembly facility during the quarter and transferred the production to our operations in Mexico.

Water Systems

First quarter net sales for our Water Systems segment were $174.8 million, compared to sales of $175.7 million in the same period last year. Lower unit sales were offset by a price increase that took effect in the middle of the quarter.

Operating earnings for our Water Systems segment in the first quarter of 2003 declined to $12.0 million from $13.6 million in the first quarter of 2002. The earnings decline was caused by higher steel costs.

On July 1, 2003, new regulatory standards go into effect that impact gas-fired residential water heaters, and Water Systems remains on schedule with plans to introduce new products that comply with these standards. The new regulations mandate that gas residential water heaters resist accidentally igniting flammable vapors that may be caused by spilled gasoline or other flammable materials ill-advisedly taken into the home. The standards will be phased in over a two-year period, beginning with 30, 40, and 50-gallon products this year.

Outlook

Our customers remain very cautious due to weakening consumer demand and the general uncertainty in the U.S. economy. In spite of these concerns, we remain comfortable with our forecast of 2003 earnings in the range of $2.05 and $2.25 per share.

As we have stated before, lower pension income and cost increases in areas such as medical benefits, liability insurance, and steel will impact us during the full year, while the benefits of repositioning at Electrical Products, the integration of State Industries, and the introduction of new water heater products are weighted to the last half of the year.

Consequently, we expect year-over-year comparisons to improve in the last half of the year. For the second quarter of 2003, we estimate net income will be modestly better than last year, with earnings per share in a range of $.64 to $.68 per share.

Liquidity & Capital Resources

Our working capital was $257.5 million at March 31, 2003, $30.9 million higher than at December 31, 2002. Sales related increases in accounts receivable of $30.6 million and inventory of $17.3 million were partially offset by increases in accounts payable of $19.4 million. Cash used by our operations during the first quarter of 2003 was $10.7 million compared with $22.9 million provided by our operations during the same period in 2002. Essentially all of the difference is due to the investment in working capital, as described above, during the first quarter of 2003 compared with a small reduction in working capital during the first quarter of 2002, resulting from the receipt of a $12.4 million tax refund.

Our capital expenditures during the first quarter of 2003 totaled $5.4 million, which was less than the $7.1 million spent in the first quarter of 2002, due to lower spending by our Electrical Products segment. We are projecting 2003 capital expenditures to approximate the $42.5 million spent in 2002. We expect that cash flow during 2003 will adequately cover planned capital expenditures. We believe that our present facilities and planned capital expenditures are sufficient to provide adequate capacity for our operations in 2003.

Our total debt increased by $14.4 million from $250.7 million at December 31, 2002 to $265.1 million at March 31, 2003. Our leverage as measured by the ratio of total debt to total capitalization was 34%, up slightly from the 33% at the end of 2002. We did not enter into any significant operating leases during the first quarter of 2003. At March 31, 2003, our company had available borrowing capacity of $205.6 million under our credit facilities. We believe that the combination of available borrowing capacity and operating cash flow will provide sufficient funds to finance our existing operations for the foreseeable future.

In connection with recent acquisitions, we have recorded aggregate purchase liabilities of $26.5 million for employee severance and relocation as well as certain facility exit costs. As of March 31, 2003, we incurred and charged $17.5 million against these liabilities. We expect the majority of the activities to be completed by December 31, 2003.

On April 8, 2003, our board of directors declared a regular quarterly dividend of $.14 per share on our Common stock and Class A common stock, which is payable on May 15, 2003 to stockholders of record on April 30, 2003.

Critical Accounting Policies

Our accounting policies are described in Note 1 of Notes to Consolidated Financial Statements as disclosed in the Form 10-K for the fiscal year ended December 31, 2002. Also as disclosed in Note 1, the preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of our financial statements include estimates associated with the evaluation of the impairment of goodwill, as well as the recoverability of receivables resulting from the payment of claims associated with the dip tube class action lawsuit (see Note 14 of notes to consolidated financial statements in the Form 10-K for the fiscal year ended December 31, 2002). There are also significant estimates used in the determination of liabilities related to warranty activity, litigation, product liability, environmental matters and pensions and other post-retirement benefits. Various assumptions and other factors underlie the determination of these significant estimates. The process of determining significant estimates is fact-specific and takes into account factors such as historical experience and trends, and in some cases, actuarial techniques. We constantly reevaluate these significant factors and adjustments are made when facts and circumstances dictate.

Recent Accounting Pronouncements

The Financial Accounting Standards Board (FASB) has issued SFAS No. 143, "Accounting for Asset Retirement Obligations", SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure". SFAS No. 143, which was adopted on January 1, 2003, did not have a material impact on our consolidated financial statements since its adoption. SFAS No. 146 is effective for exit or disposal activities initiated after December 31, 2002. Adoption of this statement did not have a material impact on our consolidated financial statements. Effective December 31, 2002, we began making the disclosures required under SFAS No. 148.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISK

As is more fully described in our annual report on Form 10-K for the year ended December 31, 2002, we are exposed to various types of market risks, primarily currency and certain commodities. We monitor our risks in these areas on a continuous basis and generally enter into forward and futures contracts to minimize these exposures for periods of less than one year. Our company does not engage in speculation in our derivative strategies. It is important to note that gains and losses from our forward and futures contract activities are offset by changes in the underlying costs of the transactions being hedged.

ITEM 4 - CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures
The chief executive officer and chief financial officer have evaluated the effectiveness of the company's disclosure controls and procedures within the 90-day period prior to the filing of this report and have concluded that these disclosure controls and procedures were adequate and effective to ensure that material information relating to the company and its consolidated subsidiaries would be made known to them by others within those entities.

Changes in internal controls
There were no significant changes in our internal controls or in other factors that could significantly affect our disclosure controls and procedures subsequent to the date of their evaluation, nor were there any significant deficiencies or material weaknesses in our internal controls. As a result, no corrective actions were required or undertaken.

Forward Looking Statements
This document 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," "expectation", 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 filing. Factors that could cause such a variance include the following: instability in the company's electric motor and water products markets; inability to generate the synergistic cost savings from the acquisition of State Industries; the inability to implement cost-reduction programs; adverse changes in general economic conditions; significant increases in raw material prices; a failure to comply with new flammable vapor ignition prevention standards in the residential gas water heater industry; competitive pressures on the company's businesses; and the potential that assumptions on which the company based its expectations are inaccurate or will prove to be incorrect.

Forward-looking statements included in this document are made only as of the date of this filing, 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 attributable to the company, or persons acting on its behalf, are qualified in their entirety by these cautionary statements.

PART II - OTHER INFORMATION
ITEM 1 - LEGAL PROCEEDINGS

There have been no material changes in the legal and environmental matters previously reported in Part 1, Item 3 and Note 14 of the Notes to Consolidated Financial Statements in the company's Form 10-K Report for the year ended December 31, 2002.

ITEM 5 - OTHER INFORMATION

None

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 authorized this report to be signed on its behalf by the undersigned.

A. O. SMITH CORPORATION

May 1, 2003

/s/John J. Kita

John J. Kita
Vice President,
Treasurer and Controller

May 1, 2003

/s/Kenneth W. Krueger

Kenneth W. Krueger
Senior Vice President
and Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, Robert J. O'Toole, Chairman, President, and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of A. O. Smith Corporation (the "company");

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this quarterly report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the company and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the company's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls; and

6. The company's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 1, 2003

/s/ Robert J. O'Toole

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Robert J. O'Toole
Chairman, President, and Chief Executive Officer

CERTIFICATION OF PERIODIC REPORT

I, Kenneth W. Krueger, Senior Vice President and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of A. O. Smith Corporation (the "company");

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this quarterly report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the company and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the company's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data and have identified for the company's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls; and

6. The company's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 1, 2003

/s/ Kenneth W. Krueger

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Kenneth W. Krueger
Senior Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99	Written Statement of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

Exhibit 99

Written Statement of the Chief Executive Officer and the
Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, each of the undersigned certifies that to the best of our knowledge:

(1) the Quarterly Report on Form 10-Q of A. O. Smith Corporation for the quarter ended March 31, 2003 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of A. O. Smith Corporation.

Date: May 1, 2003

/s/ Robert J. O'Toole
- --
Robert J. O'Toole
Chairman, President, and Chief Executive Officer

/s/ Kenneth W. Krueger
- --
Kenneth W. Krueger
Senior Vice President and Chief Financial Officer