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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 11, 2010

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## 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 11, 2010, the Board of Directors (the "Board") of A. O. Smith Corporation (the "Company") voted to increase the size of the Board from ten to eleven persons and to elect Mathias F. Sandoval as a Class A Common Stock director of A. O. Smith Corporation. Mr. Sandoval will serve as a director with a term expiring at the Company's 2011 Annual Meeting of Stockholders.

At the time of Mr. Sandoval's election he was not appointed to any committee of the Board, and there was no expectation concerning any such appointment.

In connection with his election to the Board, Mr. Sandoval will receive a pro rata portion of the current \$35,000 annual retainer which is paid quarterly and a pro rata portion of the \$90,000 annual stock grant that the Company pays to non-employee directors. More specifically, Mr. Sandoval will receive \$8,750 as his quarterly director retainer and common stock valued at \$45,000 based on the price on October 11, 2010. In addition, Mr. Sandoval will be paid \$1,500 for director orientation.

The Company issued a news release on October 11, 2010, announcing the election of Mathias F. Sandoval. A copy of the Company's news release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this "Current Report") and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is being filed herewith:

99.1 News Release of A. O. Smith Corporation dated October 11, 2010.

**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: October 12, 2010

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 October 11, 2010.

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |
|---------------------------|---|
| 99.1                      | News Release of A. O. Smith Corporation dated October 11, 2010. |



# News Release

A. O. Smith Corporation PO Box 245008 Milwaukee, WI 53224-9508 414-359-4000 NYSE: AOS

**FOR IMMEDIATE RELEASE**

**Media Contact:**  
**Mark A. Petrarca**  
414-359-4100

**Analyst/Investor Contact:**  
**Patricia K. Ackerman**  
414-359-4130

**October 11, 2010**

## **A. O. Smith names Mathias Sandoval to board of directors**

**Milwaukee, Wis.**—A. O. Smith Corporation (NYSE: AOS) has named Mathias F. Sandoval to its Board of Directors.

Sandoval is chief executive officer and president of Phelps Dodge International Corporation and executive vice president of its parent company General Cable Corporation, where he is chief executive officer and president of its Latin America, Middle East, Asia-Pacific, and Sub-Saharan Africa regions. Sandoval has been a member of General Cable's leadership team since it acquired Phelps Dodge in October 2007.

In his position, Sandoval is responsible for 18 manufacturing operations in 15 countries and distribution centers in eight countries with approximately 3,730 employees and total revenues of more than \$1.6 billion.

"Mathias brings wide-ranging international experience to our board which is critical as A. O. Smith continues to expand internationally," Paul W. Jones, chairman and chief executive officer of A. O. Smith Corporation said in making the announcement.

Sandoval began his 27-year career in the wire and cable industry as a process engineer at Phelps Dodge's Costa Rican operation. He has held numerous executive management positions at Phelps Dodge including general manager of the Honduras-based business, president of the Venezuelan operations, vice president of the Global Aluminum Business Segment, and vice president of the Global Energy Segment.

Sandoval serves on the boards of directors of 22 subsidiaries of Phelps Dodge International or General Cable and joint ventures with private/government-owned enterprises in 16 countries including China, Zambia, Hong Kong, Thailand, the Philippines, and South Africa.

In addition, he has served as a director of the Latin American Chamber of Commerce, the Honduran American Chamber of Commerce, and the Venezuelan Aluminum Industry Association. He was a member of the International Advisory Board of Baptist Health and the Advisory Board of Florida International University Center for Latin American and Caribbean Studies.

Sandoval earned a bachelor's degree in electrical engineering from the University of Costa Rica and a degree in industrial electronics from the Montori Institute in Italy. He has completed the Executive Management Program at the University of Michigan in Ann Arbor and the Global Management Program at the American Graduate School of Management (Thunderbird), Glendale, Ariz.

A. O. Smith Corporation, with 2009 sales of \$2.0 billion, is a global leader applying innovative technology and energy-efficient solutions to products marketed worldwide. The company is one of the world's leading manufacturers of residential and commercial water heating equipment, offering a comprehensive product line featuring the best-known brands in North America and China. A. O. Smith is also one of the largest manufacturers of electric motors for residential and commercial applications in North America.