

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>Smith Family Trusts</u>  (Last) (First) (Middle) <u>C/O SMITH INVESTMENT COMPANY</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2008</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  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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							4,734	D <sup>(1)</sup>	
Common Stock							2,649	I	See Note <sup>(2)</sup>
Common Stock	06/30/2008		G	2,284	D	\$0 <sup>(3)</sup>	105,938	I	See Note <sup>(4)</sup>
Common Stock	12/17/2008		G	127	D	\$0 <sup>(3)</sup>	105,811	I	See Note <sup>(4)</sup>

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						
Class A Common Stock	(5)	06/30/2008		G		11,822	(6)	(5)	Common Stock	548,163	\$0 <sup>(7)</sup>	548,163	I	See Note <sup>(8)</sup>
Class A Common Stock	(5)	12/17/2008		G		657	(6)	(5)	Common Stock	547,506	\$0 <sup>(7)</sup>	547,506	I	See Note <sup>(8)</sup>
Phantom Stock <sup>(10)</sup>	(5)						(9)	(9)	Common Stock	7,160		7,160	D	

**Explanation of Responses:**

- Represents direct ownership of the Issuer's Common Stock by certain individuals or trusts that form part of the Reporting Person.
- Represents the indirect ownership of the Issuer's Common Stock by one individual who is part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").
- Bona fide gift.
- Represents the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- None.
- Convertible at any time.
- Convertible on a 1 for 1 basis.
- Represents the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who is part of the Reporting Person made a deferral pursuant to the Plan.
- Represents direct ownership of the Issuer's phantom stock by one individual who is part of the Reporting Person.

**Remarks:**

Explanation of Responses: The Smith Family Trusts (the "Reporting Person") consist of certain shareholders of Smith Investment Company, a Nevada corporation ("SICO"), that holds shares of A. O. Smith Corporation (the "Issuer"). The shareholders of SICO that comprise the Reporting Person are certain individual members of the Smith family and trusts for the benefit of certain members of the Smith family. On December 10, 2008, the Reporting Person filed a Schedule 13D/A related to the Issuer's Common Stock pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). The collective beneficial ownership of the Issuer's outstanding Common Stock under Rule 13d 3 under the Exchange Act exceeds 10% of the Issuer's Common Stock. The Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock held by SICO and also disclaims that the Reporting Person constitutes a "group" pursuant to Section 13(d).

Bruce M. Smith as  
Representative for Smith

02/05/2009

Family Trusts

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**