

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>KITA JOHN J</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 V.P., Corp. Fin. & Cont</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/21/2009</u>	

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	10/21/2009		M		11,200	A	\$26.88	23,246	D	
Common Stock	10/21/2009		S		3,500	D	\$45	19,746	D	
Common Stock	10/21/2009		S		2,000	D	\$45.01	17,746	D	
Common Stock	10/21/2009		S		400	D	\$45.02	17,346	D	
Common Stock	10/21/2009		S		200	D	\$45.03	17,146	D	
Common Stock	10/21/2009		S		100	D	\$45.04	17,046	D	
Common Stock	10/21/2009		S		100	D	\$45.06	16,946	D	
Common Stock	10/21/2009		S		500	D	\$45.07	16,446	D	
Common Stock	10/21/2009		S		200	D	\$45.08	16,246	D	
Common Stock	10/21/2009		S		2,400	D	\$45.1	13,846	D	
Common Stock	10/21/2009		S		600	D	\$45.11	13,246	D	
Common Stock	10/21/2009		S		200	D	\$45.115	13,046	D	
Common Stock	10/21/2009		S		900	D	\$45.15	12,146	D	
Common Stock	10/21/2009		S		100	D	\$45.16	12,046	D	
Common Stock	10/21/2009		S		1,791	D	\$44.37	10,255	D	
Common Stock	10/21/2009		S		200	D	\$44.4	10,055	D	
Common Stock	10/21/2009		S		3	D	\$44.42	10,052	D	
Common Stock	10/21/2009		S		201	D	\$44.43	9,851	D	
Common Stock	10/21/2009		S		105	D	\$44.44	9,746	D	
Common Stock	10/21/2009		S		200	D	\$44.45	9,546	D	
Common Stock	10/21/2009		S		100	D	\$44.47	9,446	D	
Common Stock	10/21/2009		S		200	D	\$44.5	9,246	D	
Common Stock	10/21/2009		S		100	D	\$44.52	9,146	D	
Common Stock	10/21/2009		S		200	D	\$44.53	8,946	D	
Common Stock	10/21/2009		S		200	D	\$44.57	8,746	D	
Common Stock	10/21/2009		S		100	D	\$44.59	8,646	D	
Common Stock	10/21/2009		S		600	D	\$44.68	8,046	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Title of Derivative Security (Instr. 3 and 4)	7. Date Exercisable and Expiration Date (Month/Day/Year)	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)
Employee Stock Options (Right to Buy) ⁽¹⁾	\$26.88	10/21/2009		M	Common Stock	10/10/2003 10/11/2012	\$0	24,000	D	

Explanation of Responses:

1. Granted on 10/11/2002 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

[James F. Stern, Attorney-in-Fact for John J. Kita](#) 10/22/2009
 ** 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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