

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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) <p style="text-align: center;"><b>Senior Vice President - CD</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	07/20/2007		M		9,650	A	\$15.135	16,900	D	
Common Stock	07/20/2007		S		100	D	\$50.33	16,800	D	
Common Stock	07/20/2007		S		100	D	\$50.34	16,700	D	
Common Stock	07/20/2007		S		100	D	\$50.35	16,600	D	
Common Stock	07/20/2007		S		100	D	\$50.36	16,500	D	
Common Stock	07/20/2007		S		300	D	\$50.39	16,200	D	
Common Stock	07/20/2007		S		100	D	\$50.42	16,100	D	
Common Stock	07/20/2007		S		200	D	\$50.43	15,900	D	
Common Stock	07/20/2007		S		300	D	\$50.45	15,600	D	
Common Stock	07/20/2007		S		200	D	\$50.46	15,400	D	
Common Stock	07/20/2007		S		500	D	\$50.47	14,900	D	
Common Stock	07/20/2007		S		100	D	\$50.48	14,800	D	
Common Stock	07/20/2007		S		100	D	\$50.49	14,700	D	
Common Stock	07/20/2007		S		1,200	D	\$50.5	13,500	D	
Common Stock	07/20/2007		S		700	D	\$50.51	12,800	D	
Common Stock	07/20/2007		S		100	D	\$50.52	12,700	D	
Common Stock	07/20/2007		S		100	D	\$50.57	12,600	D	
Common Stock	07/20/2007		S		100	D	\$50.62	12,500	D	
Common Stock	07/20/2007		S		5,000	D	\$50.66	7,500	D	
Common Stock	07/20/2007		S		50	D	\$50.68	7,450	D	
Common Stock	07/20/2007		S		200	D	\$50.72	7,250	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					
Employee Stock Options (Right to Buy) <sup>(1)</sup>	\$15.135	07/20/2007		M		9,650		10/08/2002	10/09/2011	Common Stock	\$0	35,817	D	

Explanation of Responses:

1. Granted on 10/09/2001 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

James F. Stem, Attorney-in-Fact for Steve W. Retler 07/23/2007

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the undersigned revokes the Powe

(1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely fil

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best :

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or act's substitute or substitutes) from and against any and all loss, damage or liability that such attorney-in-fact may sustain as a result of any action taken in go

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of July, 2007.

/s/Steve W. Rettler

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