

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TOOLE ROBERT J</u> (Last) (First) (Middle) <u>2401 WEST CEDAR LANE</u> (Street) <u>RIVER HILLS WI 53217</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2009</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 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	07/21/2009		S		5,400	D	\$37.9	0	I	Foundation
Common Stock	07/21/2009		M		105,400	A	\$26.88	404,407	D	
Common Stock	07/21/2009		M		101,200	A	\$28.7	505,607	D	
Common Stock	07/21/2008		M		48,300	A	\$24.64	553,907	D	
Common Stock	07/21/2009		M		40,500	A	\$29.2	594,407	D	
Common Stock	07/21/2009		F		246,714	D	\$37.5	347,693	D	
Common Stock	07/21/2009		S		15,722	D	\$37.75	331,971	D	
Common Stock	07/21/2009		S		1,648	D	\$37.76	330,323	D	
Common Stock	07/21/2009		S		1,578	D	\$37.77	328,745	D	
Common Stock	07/21/2009		S		200	D	\$37.78	328,545	D	
Common Stock	07/21/2009		S		200	D	\$37.79	328,345	D	
Common Stock	07/21/2009		S		200	D	\$37.8	328,145	D	
Common Stock	07/21/2009		S		600	D	\$37.82	327,545	D	
Common Stock	07/21/2009		S		3,632	D	\$38	323,913	D	
Common Stock	07/21/2009		S		200	D	\$38.01	323,713	D	
Common Stock	07/21/2009		S		243	D	\$38.04	323,470	D	
Common Stock	07/21/2009		S		285	D	\$38.05	323,185	D	
Common Stock	07/21/2009		S		400	D	\$38.07	322,785	D	
Common Stock	07/21/2009		S		100	D	\$38.08	322,685	D	
Common Stock	07/21/2009		S		463	D	\$38.1	322,222	D	
Common Stock	07/21/2009		S		200	D	\$38.12	322,022	D	
Common Stock	07/21/2009		S		697	D	\$38.14	321,325	D	
Common Stock	07/21/2009		S		103	D	\$38.15	321,222	D	
Common Stock	07/21/2009		S		200	D	\$38.16	321,022	D	
Common Stock	07/21/2009		S		200	D	\$38.17	320,822	D	
Common Stock	07/21/2009		S		2,600	D	\$38.18	318,222	D	
Common Stock	07/21/2009		S		1,000	D	\$38.19	317,222	D	
Common Stock	07/21/2009		S		300	D	\$38.2	316,922	D	
Common Stock	07/21/2009		S		515	D	\$38.21	316,407	D	
Common Stock	07/21/2009		S		100	D	\$38.22	316,307	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	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy) ⁽¹⁾	\$26.88	07/21/2009		M			105,400	10/10/2003	10/11/2012	Common Stock	105,400	\$0	190,000	D	
Employee Stock Options (Right to Buy) ⁽²⁾	\$28.7	07/21/2009		M			101,200	10/06/2004	10/07/2013	Common Stock	101,200	\$0	88,800	D	
Employee Stock Options (Right to Buy) ⁽³⁾	\$24.64	07/21/2009		M			48,300	10/11/2005	10/12/2014	Common Stock	48,300	\$0	40,500	D	
Employee Stock Options (Right to Buy) ⁽⁴⁾	\$29.2	07/21/2009		M			40,500	(4)	10/11/2015	Common Stock	40,500	\$0	0	D	

Explanation of Responses:

- Granted on 10/11/2002 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- Granted on 10/07/2003 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- Granted on 10/12/2004 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan.
- Granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16B-3 Plan. The options became exercisable in three equal annual installments of 1/3 of the award starting on 10/10/2006.

Remarks:

Kenneth J. Maciolek, Attorney-
in-Fact for Robert J. O'Toole 07/23/2009

** 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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