SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 1999

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________

Commission File Number 1-475

A.O. SMITH CORPORATION

Delaware	39-0619790
(State of Incorporation)	(IRS Employer ID Number)

P. O. Box 245008, Milwaukee, Wisconsin 53224-9508
Telephone: (414) 359-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes _X_ No ___

Class A Common Stock Outstanding as of September 30, 2000 8,690,125 shares

Common Stock Outstanding as of September 30, 2000 14,847,142 shares

Exhibit Index Page 15

Index

A.O. Smith Corporation

PART I--FINANCIAL INFORMATION

ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS
AND RETAINED EARNINGS
Three and Nine Months ended September 30, 2000 and 1999
(000 omitted except for per share data)
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2000	1999	2000	1999
Continuing Operations				
Electric Motor Technologies	$ 206,567	$ 211,609	$ 702,688	$ 516,148
Water Systems Technologies	75,018	75,797	245,221	236,536
Net sales	281,585	287,406	947,909	752,684
Cost of products sold	233,196	232,678	765,167	602,566
Gross profit	48,389	54,728	182,742	150,118
Selling, general and administrative expenses	29,281	31,017	97,715	78,616
Interest expense	5,595	3,866	16,759	7,851
Interest income	(88)	(498)	(492)	(1,018)
Other expense - net	2,127	1,854	7,680	5,031
	11,474	18,489	61,080	59,638
Provision for income taxes	4,131	6,011	21,989	20,991
Earnings from Continuing Operations	7,343	12,478	39,091	38,647
Discontinued Operations (note 4)				
Earnings (loss) from operations less related income tax provision (benefit) 2000 - $977 & $2,051; 1999 - ($34) & ($522)	1,493	(112)	3,139	(964)
Loss on disposition less related income tax benefit 2000 - $798	-	-	(1,222)	-
Net Earnings	8,836	12,366	41,008	37,683
Retained Earnings				
Balance at beginning of period	557,759	519,693	531,204	499,954
Net Earnings	8,836	12,366	41,008	37,683
Cash dividends on common shares	(3,044)	(2,786)	(8,661)	(8,364)
Balance at End of Period	$ 563,551	$ 529,273	$ 563,551	$ 529,273
Basic Earnings (Loss) per Common Share (note 8)				
Continuing Operations	$0.31	$0.54	$1.68	$1.67
Discontinued Operations	0.07	(0.01)	0.08	(0.04)
Net Earnings	$0.38	$0.53	$1.76	$1.63
Diluted Earnings (Loss) per Common Share (note 8)				
Continuing Operations	$0.31	$0.52	$1.65	$1.63
Discontinued Operations	0.06	-	0.08	(0.04)
Net Earnings	$0.37	$0.52	$1.73	$1.59
Dividends per Common Share	$0.13	$0.12	$0.37	$0.36

See accompanying notes to unaudited condensed consolidated financial statements.

PART I--FINANCIAL INFORMATION

ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
September 30, 2000 and December 31, 1999
(000 omitted)

	(unaudited) September 30, 2000	December 31, 1999
Assets		
Current Assets		
Cash and cash equivalents (note 2)	$ 8,496	$ 14,761
Receivables	186,891	183,442
Inventories (note 5)	171,547	163,443
Deferred income taxes	11,464	11,323
Other current assets	11,224	5,253
Net current assets - discontinued operations (note 4)	21,576	10,405
Total Current Assets	411,198	388,627
Property, plant and equipment	541,323	518,741
Less accumulated depreciation	260,113	235,248
Net property, plant and equipment	281,210	283,493
Goodwill and other intangibles	246,555	251,085
Other assets	104,346	88,990
Net long-term assets - discontinued operations (note 4)	48,669	51,791
Total Assets	$ 1,091,978	$ 1,063,986
Liabilities		
Current Liabilities		
Trade payables	$ 97,986	$ 81,221
Accrued payroll and benefits	31,952	32,272
Accrued liabilities	26,448	27,301
Product warranty	11,665	10,847
Income taxes	580	7,170
Long-term debt due within one year	9,629	9,629
Total Current Liabilities	178,260	168,440
Long-term debt (note 6)	321,662	351,251
Other liabilities	67,609	64,536
Deferred income taxes	62,596	48,675
Total Liabilities	630,127	632,902
Stockholders' Equity		
Class A common stock, $5 par value: authorized 14,000,000 shares; issued 8,722,720	43,614	43,615
Common stock, $1 par value: authorized 60,000,000 shares; issued 23,826,642	23,827	23,826
Capital in excess of par value	53,407	53,026
Retained earnings (note 6)	563,551	531,204
Accumulated other comprehensive loss (note 7)	(6,098)	(3,238)
Treasury stock at cost	(216,450)	(217,349)
Total Stockholders' Equity	461,851	431,084
Total Liabilities and Stockholders' Equity	$ 1,091,978	$ 1,063,986

See accompanying notes to unaudited condensed consolidated financial statements.

PART I--FINANCIAL INFORMATION

ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
Nine Months Ended September 30, 2000 and 1999
(000 omitted)
(unaudited)

	Nine Months Ended September 30	
	2000	1999
Operating Activities		
Continuing		
Earnings from continuing operations	$ 39,091	$ 38,647
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation	27,796	21,720
Amortization	6,352	4,444
Net change in current assets and liabilities	(82)	(7,551)
Net change in other noncurrent assets and liabilities	(2,665)	(11,987)
Other	1,147	508
Cash Provided by Operating Activities	71,639	45,781
Investing Activities		
Capital expenditures	(30,114)	(22,198)
Other	(762)	(1,141)
Acquisition of business	-	(251,361)
Cash Used in Investing Activities	(30,876)	(274,700)
Cash Flow Before Financing Activities	40,763	(228,919)
Discontinued		
Cash Used in Discontinued Operations	(9,788)	(2,006)
Financing Activities		
Debt incurred	-	217,780
Debt retired	(29,589)	(4,629)
Purchase of treasury stock	-	(2,745)
Net proceeds from common stock and option activity	608	504
Tax benefit from exercise of stock options	402	792
Dividends paid	(8,661)	(8,364)
Cash Provided by (Used in) Financing Activities	(37,240)	203,338
Net decrease in cash and cash equivalents	(6,265)	(27,587)
Cash and cash equivalents-beginning of period (note 2)	14,761	37,666
Cash and Cash Equivalents - End of Period	$ 8,496	$ 10,079

See accompanying notes to unaudited condensed consolidated financial statements.

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2000
(unaudited)

1. Basis of Presentation

The condensed consolidated financial statements presented herein are based on interim figures and are subject to audit. In the opinion of management, all adjustments consisting of normal accruals considered necessary for a fair presentation of the results of operations and of financial position have been made. The results of operations for the three and nine-month periods ended September 30, 2000 are not necessarily indicative of the results expected for the full year. The condensed consolidated balance sheet as of December 31, 1999 is derived from the audited financial statements but does not include all disclosures required by generally accepted accounting principles. Certain prior year amounts have been reclassified to conform to the 2000 presentation.

2. Statement of Cash Flows

For purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents include short-term investments held primarily for cash management purposes. These investments normally mature within three months from the date of acquisition.

3. Acquisition

On August 2, 1999, the company acquired the assets of MagneTek, Inc.'s (MagneTek) domestic electric motor business and six wholly owned foreign subsidiaries for $244.6 million. The purchase price was allocated to the assets acquired and the liabilities assumed based upon current estimates of their respective fair values at the date of acquisition.

In connection with the MagneTek acquisition, the company recorded additional purchase liabilities of $17.9 million, which included employee severance and relocation, as well as certain facility exit costs. Total costs incurred and charged against the liability to date totaled $2.5 million.

4. Discontinued Operations

In the first quarter, the company decided to divest its fiberglass piping and liquid and dry bulk storage tank businesses. Net sales of these businesses were $33.4 and $96.0 million for the three- and nine-month periods ended September 30, 2000 and $30.9 and $85.7 million for the three- and nine-month periods ended September 30, 1999.

The operating results of the discontinued businesses have been reported separately as discontinued operations in the accompanying financial statements. Certain expenses have been allocated to the discontinued operations, including interest expense, which was allocated based on the ratio of net assets of the discontinued businesses to the total consolidated capital of the company.

5. Inventories (000 omitted)

	Sept. 30, 2000	Dec. 31, 1999
Finished products	$ 111,995	$ 99,335
Work in process	35,660	40,197
Raw materials	40,950	41,997
Supplies	889	1,322
	189,494	182,851
Allowance to state inventories at LIFO cost	17,947	19,408
	$ 171,547	$ 163,443

6. Long-Term Debt

The company's credit agreement and term notes contain certain conditions and provisions which restrict the company's payment of dividends. Under the most restrictive of these provisions, retained earnings of $70.1 million were unrestricted as of September 30, 2000. The company renewed its $100 million credit facility, which now expires on July 27, 2001. In addition, the company has available a $250 million credit facility that expires August 2, 2004.

7. Comprehensive Earnings (Loss)

The company's comprehensive earnings were $7.4 and $38.1 million for the three- and nine-month periods ended September 30, 2000 and $12.6 and $36.9 million for the three- and nine-month periods ended September 30, 1999. Comprehensive earnings, for all periods presented, were comprised of net earnings and foreign currency translation adjustments. No provisions or benefits for U.S. income taxes have been made on these foreign currency translation adjustments.

8. Earnings per Share of Common Stock

The numerator for the calculation of basic and diluted earnings per share is net earnings. The following table sets forth the computation of basic and diluted weighted-average shares used in the earnings per share calculations:

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2000	1999	2000	1999
Denominator for basic earnings per share - weighted-average shares	23,371,624	23,189,535	23,365,685	23,188,520
Effect of dilutive stock options	254,276	655,900	320,586	582,825
Denominator for diluted earnings per share	23,625,900	23,845,435	23,686,271	23,771,345

9. Operations by Segment
(000 omitted)

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2000	1999	2000	1999
Net Sales				
Electric Motor Technologies	$ 206,567	$ 211,609	$ 702,688	$ 516,148
Water Systems Technologies	75,018	75,797	245,221	236,536
Net Sales	$ 281,585	$ 287,406	$ 947,909	$ 752,684
Earnings before Interest and Taxes				
Electric Motor Technologies	$ 15,643	$ 20,331	$ 70,202	$ 59,845
Water Systems Technologies	7,086	7,313	25,536	24,496
Total Segments	22,729	27,644	95,738	84,341
General Corporate and Research and Development Expenses	(5,748)	(5,787)	(18,391)	(17,870)
Interest Expense - Net	(5,507)	(3,368)	(16,267)	(6,833)
Earnings before Income Taxes	11,474	18,489	61,080	59,638
Provision for Income Taxes	(4,131)	(6,011)	(21,989)	(20,991)
Earnings from Continuing Operations	$ 7,343	$ 12,478	$ 39,091	$ 38,647

Intersegment sales, which are immaterial, have been excluded from segment revenues.

PART I - FINANCIAL INFORMATION

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

FIRST NINE MONTHS OF 2000 COMPARED TO 1999

Sales in the third quarter of 2000 were $281.6 million or 2% less than last year's third quarter sales of $287.4 million. When compared with the same quarter in the prior year, the third quarter 2000 sales included the beneficial impact of an additional month of sales from the MagneTek motor acquisition. Excluding the acquisition, sales were 9% lower than the third quarter of 1999 as a result of softer HVAC market conditions. Sales for the first nine months of 2000 were $947.9 million or almost 26% higher than the $752.7 million of sales in the same period last year. The year to date increase in sales reflects an additional seven months of sales associated with the MagneTek acquisition when compared with 1999.

Third quarter earnings from continuing operations were $7.3 million or $5.2 million lower than last year's third quarter earnings of $12.5 million. Continuing earnings for the first nine months of 2000 were $39.1 million or $.5 million higher than earnings of $38.6 million in the same period last year. On a diluted per share basis, third quarter continuing earnings declined from $.52 in 1999 to $.31 in 2000. Continuing earnings per share for the first nine months of 2000 were $1.65 compared with $1.63 in the same period last year. Earnings for the third quarter reflect the adverse impact of declining sales volume on cost absorption. The first nine months of 2000 reflect the additional seven months earnings associated with the MagneTek acquisition offset by increased interest expense.

The gross profit margin for the third quarter declined from 19% in 1999 to 17.2% in 2000. The year to date gross profit margin in 2000 was 19.3% compared with 19.9% in the same period in 1999. The lower margins in both the third quarter and first nine months of 2000 resulted from the inclusion of the MagneTek motors business, as well as less favorable cost absorption associated with declining volume.

Third quarter sales of Electric Motor Technologies were $206.6 million or $5 million lower than the third quarter of 1999 sales of $211.6 million. Year to date sales for this segment were $702.7 million, an increase of $186.6 million over sales of $516.1 million in the same period last year. Excluding sales associated with the August 2, 1999 motor business acquisition, total motor sales declined approximately 13% compared with the third quarter of 1999. Sales in both the third quarter and first nine months have been adversely impacted by a reduction in demand from heating and air conditioning industry customers confronted with record levels of finished product inventory.

Third quarter operating profits of Electric Motor Technologies declined from $20.3 million in 1999 to $15.6 million in 2000. On a year to date basis, earnings increased $10.4 million from $59.8 million in 1999 to $70.2 million in 2000. The lower third quarter earnings resulted from lower sales and production volumes and associated cost absorption. Year to date earnings reflect margin earned on the additional sales volume from the motor business acquisition and a $2.3

million favorable adjustment to the vacation accrual recorded in the second quarter as a result of a change in the company's vacation policy for certain employees.

As part of the overall plan to integrate MagneTek and improve operating margin, Electric Motor Technologies continues to move production to its lower cost facilities. Consistent with this strategy, this segment recently announced that it would be closing three motor manufacturing facilities within the next nine months.

Third quarter sales for Water Systems Technologies were $75 million in 2000, slightly lower than 1999 third quarter sales of $75.8 million. A softening in the housing market contributed to an 8% decline in sales of residential product and offset higher sales in the company's Chinese water heater operation. Sales for the first nine months of 2000 were $245.2 million or $8.7 million higher than the same period in 1999 reflecting higher volume for the China operation.

Water Systems Technologies 2000 third quarter earnings were $.2 million lower than the third quarter of 1999 due to the decline in residential volume. Year to date earnings exceeded those of the same period last year primarily as a result of lower losses in China.

Selling, general, and administrative (SG&A) expense in the third quarter was $1.7 million less than the same period last year due to lower selling expenses and lower accruals for incentive plans. On a year to date basis, SG&A increased $19.1 million over last year due to the motors acquisition. Relative to sales, year to date SG&A was consistent in 1999 and 2000.

Net interest expense for the third quarter and first nine months of 2000 exceeded that of the comparable periods in 1999 by $2.1 million and $9.4 million, respectively. The increased financing cost was due to the debt incurred with the MagneTek acquisition and higher interest rates.

Other expense in the third quarter of 2000 was $.3 million higher than the same period in 1999 due to the recognition of an additional month of goodwill amortization associated with the August 2, 1999 motors business acquisition. Other expense for the first nine months of 2000 was $2.6 million higher than the same period last year due primarily to increased goodwill amortization.

The effective tax rate for the third quarter of 2000 was 36% compared with 32.5% in the third quarter of 1999. 1999 benefited from recognition of tax credits associated with the resolution of the company's research and development tax credit claim. The company's effective tax rate for the first nine months of 2000 was 36% and compared with 35.2% in 1999 which reflected the aforementioned tax credit.

In the first quarter, the company announced its intent to exit the fiberglass pipe and storage tank markets and accordingly, Smith Fiberglass Company and A. O. Smith Engineered Storage Products Company have been classified as discontinued operations in the accompanying financial statements. Sales for these discontinued operations were $33.4 million in the third quarter of 2000 and compared with 30.9 million in the same quarter last year. Year to date sales for 2000 and 1999 were $96 million and 85.7 million, respectively. The after-tax profits in 2000 for Engineered Storage Products Company were $1.5 million in the third quarter and $3.1 million in the first nine months of 2000, compared with $1.1 million and $2.3 million in the same periods in

1999. Fiscal 1999 discontinued after-tax operating losses of $.1 million and $1 million for the three and nine month periods included both discontinued businesses. The after-tax results for Smith Fiberglass Products Company for the three and nine months ended September 30, 2000 were breakeven and $1 million loss, respectively. Fiscal 2000 Smith Fiberglass losses have been charged to the disposition reserves established at December 31, 1999. At September 30, 2000, the company believes such reserves are adequate and expects its divestitures to be completed in the fourth quarter of 2000.

Outlook

The company recently disclosed that it expects the fourth quarter to be extremely difficult as its customers significantly reduce production levels to lower their inventories. As a result, the company expects to experience weak sales and excess manufacturing costs. Fourth quarter earnings are expected to range between $.05 and $.15 per share.

Given current market conditions, the company expects sales and earnings during the first and second quarters of 2001 to fall short of the record results generated during the first two quarters of the current year. Once customers' surplus inventories have been eliminated, sales and earnings comparisons are expected to improve as the year progresses. For the full year, the company expects 2001 earnings to exceed 2000 results.

Liquidity & Capital Resources

The company's working capital to support continuing operations was $211.4 million at September 30, 2000 compared with the $209.8 million at December 31, 1999. Increases to inventories as a result of weaker HVAC markets and a reduction in the income tax liability were offset by increases to accounts payable.

Cash provided by continuing operations for the year-to-date period ended September 30, 2000 was $40.8 million compared with $22.4 million during the same period one year ago. Improved working capital was the most significant factor in the increase in cash flow. The company expects cash flow from continuing operations for the year to be $45 to $50 million.

Capital expenditures during the first nine months of 2000 were $30.1 million compared with $22.2 million through September 30, 1999. All of the capital spending increase was related to higher spending in the motor business due to the MagneTek motor acquisition. The company projects total capital spending in 2000 to be higher than in 1999, but expects such capital expenditures to be covered by cash flow from operations.

The company's long-term debt decreased $29.6 million in the first nine months of 2000. The company's leverage as measured by the ratio of total debt to total capitalization was 42% at the end of the third quarter compared with 46% at the end of last year.

In connection with the MagneTek acquisition in August 1999, additional purchase liabilities of $17.9 million were recorded, which included employee severance and relocation, as well as certain facility exit costs. Costs incurred and charged against the purchase liabilities totaled $2.5 million to date.

At its October 10, 2000 meeting, A. O. Smith's Board of Directors declared a regular cash dividend of $.13 per share on its common stock (Class A Common and Common). The dividend is payable on November 15, 2000 to shareholders of record October 31, 2000.

ITEM 3. - QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISK

As is more fully described in the company's annual report on Form 10-K for the year ended December 31, 1999, the company is exposed to various types of market risks, primarily currency and certain commodities. The company monitors its risks in such areas on a continuous basis and, generally enters into futures contracts to minimize such exposures for periods of less than one year. The company does not engage in speculation in its derivatives strategies. It is important to note that gains and losses from the company's futures contract activities are offset by changes in the underlying costs of the transactions being hedged.

Forward Looking Statements
Certain statements in this report are "forward-looking statements." These forward-looking statements can generally be identified as such because the context of the statement will include words such as the company "believes," "anticipates," "estimates," "expects," "projects," or words of similar import.

Although the company believes that its expectations are based upon reasonable assumptions within the bounds of its knowledge of its business, there can be no assurance that the results expressed in forward-looking statements will be realized. Although a significant portion of the company's sales are derived from the replacement of previously installed product, and such sales are therefore less volatile, numerous factors may affect actual results and cause results to differ materially from those expressed in forward-looking statements made by, or on behalf of, the company. The company considers most important among such factors, the stability in its electric motor and water products markets, the timely and proper integration of the MagneTek motors acquisition, and the implementation of associated cost reduction programs.

All subsequent written and oral forward-looking statements attributable to the company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

There have been no material changes in the legal and environmental matters previously reported in Part 1, Item 3 and Note 12 of the Notes to Consolidated Financial Statements in the company's Form 10-K Report for the year ended December, 1999 and in Part 2, Item 1 in the quarterly reports on Form 10-Q for the quarter ended June 30, 2000, all of which are incorporated herein by reference.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 - OTHER INFORMATION

The Board of Directors elected, effective August 6, 2000, Kenneth W. Krueger senior vice president and chief financial officer of the Corporation. Mr. Glen R. Bomberger, who resigned as chief financial officer, continues as executive vice president of the Corporation.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has authorized this report to be signed on its behalf by the undersigned.

A. O. SMITH CORPORATION

October 20, 2000	/s/ John J. Kita ---------------- John J. Kita Vice President, Treasurer and Controller
October 20, 2000	/s/ Kenneth W. Krueger ---------------------- Kenneth W. Krueger Senior Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
(27)	Financial Data Schedule
(27-1)	Restated Financial Data Schedule

5
1,000

9-MOS
DEC-31-2000
SEP-30-2000
8,496
0
189,777
(2,886)
171,547
411,198
541,323
260,113
1,091,978
178,260
321,662
0
0
67,441
394,410
1,091,978
947,909
947,909
765,167
765,167
7,680
0
16,759
61,080
21,989
39,091
1,917
0
0
41,008
1.76
1.73

5

1,000

9-MOS
DEC-31-1999
SEP-30-1999
10,079
0
207,586
(4,513)
150,439
395,141
511,787
227,935
1,064,456
182,172
344,354
0
0
67,445
361,053
1,064,456
752,684
752,684
602,566
602,566
5,031
0
7,851
59,638
20,991
38,647
(964)
0
0
37,683
1.63
1.59