

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* STERN JAMES F (Last) (First) (Middle) A. O. SMITH CORPORATION 11270 WEST PARK PLACE (Street) MILWAUKEE WI 53224 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]	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) Exec VP, General Counsel & Sec
	3. Date of Earliest Transaction (Month/Day/Year) 04/25/2012	
	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	04/25/2012		M		12,000	A	\$19.003	31,637	D	
Common Stock	04/25/2012		S		100	D	\$47.52	31,537	D	
Common Stock	04/25/2012		S		1,000	D	\$47.49	30,537	D	
Common Stock	04/25/2012		S		1,200	D	\$47.5	29,337	D	
Common Stock	04/25/2012		S		3,500	D	\$47.51	25,837	D	
Common Stock	04/25/2012		S		400	D	\$47.52	25,437	D	
Common Stock	04/25/2012		S		500	D	\$47.5201	24,937	D	
Common Stock	04/25/2012		S		4,200	D	\$47.53	20,737	D	
Common Stock	04/25/2012		S		100	D	\$47.5325	20,637	D	
Common Stock	04/25/2012		S		200	D	\$47.5	20,437	D	
Common Stock	04/25/2012		S		200	D	\$47.525	20,237	D	
Common Stock	04/25/2012		S		300	D	\$47.51	19,937	D	
Common Stock	04/25/2012		S		300	D	\$47.52	19,637	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)	\$19.003	04/25/2012		M		12,000 ⁽¹⁾		02/09/2010	02/09/2019	Common Stock	12,000	\$0	82,000	D	

Explanation of Responses:

1. The employee stock options were granted on 02/09/2009 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

Wendy L. Grant, Attorney-in-Fact for James F. Stern 04/26/2012

** 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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