

SMITH A O CORP
Form 4
October 21, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEDNAR RANDALL S

(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]

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President - CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/20/2009 | | S | 1,300 D | \$ 43.77 | 13,151 | D |
| Common Stock | 10/20/2009 | | S | 1,000 D | \$ 43.78 | 12,151 | D |
| Common Stock | 10/20/2009 | | S | 200 D | \$ 43.79 | 11,951 | D |
| Common Stock | 10/20/2009 | | S | 200 D | \$ 43.8 | 11,751 | D |
| Common Stock | 10/20/2009 | | S | 500 D | \$ 43.82 | 11,251 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 10/20/2009 | S | 400 | D | \$ 43.84 | 10,851 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 43.89 | 10,751 | D |
| Common Stock | 10/20/2009 | S | 800 | D | \$ 43.9 | 9,951 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 43.92 | 9,551 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 43.95 | 9,151 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 44.12 | 8,751 | D |
| Common Stock | 10/20/2009 | S | 35 | D | \$ 44.13 | 8,716 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 44.16 | 8,316 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.19 | 8,216 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 44.21 | 7,816 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.29 | 7,716 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.3 | 7,616 | D |
| Common Stock | 10/20/2009 | S | 400 | D | \$ 44.31 | 7,216 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.33 | 7,116 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.36 | 7,016 | D |
| Common Stock | 10/20/2009 | S | 100 | D | \$ 44.39 | 6,916 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEDNAR RANDALL S A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | | | Senior Vice President - CIO | |

Signatures

James F. Stern, Attorney-in-Fact for Randall S. Bednar 10/21/2009

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

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