

RETTLER STEVE W

Form 4

February 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RETTLER STEVE W

(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)

02/10/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President - CD

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/10/2011		M		16,050	A	\$ 19.133	32,386	D
Common Stock	02/10/2011		M		6,750	D	\$ 16.427	39,136	D
Common Stock	02/10/2011		S		100	D	\$ 41.59	39,036	D
Common Stock	02/10/2011		S		100	D	\$ 41.61	38,936	D
Common Stock	02/10/2011		S		300	D	\$ 41.63	38,636	D

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Common Stock	02/10/2011	S	400	D	\$ 41.65	38,236	D
Common Stock	02/10/2011	S	600	D	\$ 41.66	37,636	D
Common Stock	02/10/2011	S	400	D	\$ 41.67	37,236	D
Common Stock	02/10/2011	S	100	D	\$ 41.68	37,136	D
Common Stock	02/10/2011	S	300	D	\$ 41.69	36,836	D
Common Stock	02/10/2011	S	300	D	\$ 41.7	36,536	D
Common Stock	02/10/2011	S	100	D	\$ 41.71	36,436	D
Common Stock	02/10/2011	S	300	D	\$ 41.72	36,136	D
Common Stock	02/10/2011	S	200	D	\$ 41.74	35,936	D
Common Stock	02/10/2011	S	200	D	\$ 41.75	35,736	D
Common Stock	02/10/2011	S	300	D	\$ 41.77	35,436	D
Common Stock	02/10/2011	S	100	D	\$ 41.78	35,336	D
Common Stock	02/10/2011	S	100	D	\$ 41.79	35,236	D
Common Stock	02/10/2011	S	200	D	\$ 41.81	35,036	D
Common Stock	02/10/2011	S	100	D	\$ 41.84	34,936	D
Common Stock	02/10/2011	S	300	D	\$ 41.85	34,636	D
Common Stock	02/10/2011	S	100	D	\$ 41.86	34,536	D
Common Stock	02/10/2011	S	100	D	\$ 41.88	34,436	D
Common Stock	02/10/2011	S	200	D	\$ 41.89	34,236	D
Common Stock	02/10/2011	S	500	D	\$ 41.9	33,736	D
	02/10/2011	S	200	D	\$ 41.91	33,536	D

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Common
Stock

Common Stock	02/10/2011	S	700	D	\$ 41.92	32,836	D
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Common Stock	02/10/2011	S	200	D	\$ 41.93	32,636	D
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Common Stock	02/10/2011	S	300	D	\$ 41.94	32,336	D
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Common Stock	02/10/2011	S	400	D	\$ 41.96	31,936	D
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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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 19.33	02/10/2011		M	16,050 (1)	10/06/2004	10/07/2013	Common Stock	16,050
Employee Stock Options (Right to Buy)	\$ 16.427	02/10/2011		M	6,750 (2)	10/11/2005	10/12/2014	Common Stock	6,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RETTLER STEVE W
A. O. SMITH CORPORATION
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

Senior Vice President - CD

Signatures

James F. Stern, Attorney-in-Fact for Steve W.
Rettler

02/11/2011

__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).
- (1) The employee stock options were granted on 10/07/2003, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.
- (2) The employee stock options were granted on 10/12/2004, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.

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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