

Ackerman Patricia K  
 Form 4  
 February 17, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
 Ackerman Patricia K

2. Issuer Name and Ticker or Trading Symbol  
 SMITH A O CORP [AOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

A. O. SMITH  
 CORPORATION, 11270 WEST  
 PARK PLACE

3. Date of Earliest Transaction (Month/Day/Year)  
 02/16/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Investor Relations & Treas

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53224

(City) (State) (Zip)

**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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/16/2012		M		1,200	A	\$ 23.76 1,624 D
Common Stock	02/16/2012		M		3,300	A	\$ 19.003 4,924 D
Common Stock	02/16/2012		S		100	D	\$ 46.1005 4,824 D
Common Stock	02/16/2012		S		100	D	\$ 46.1104 4,724 D
Common Stock	02/16/2012		S		100	D	\$ 46.12 4,624 D

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Common Stock	02/16/2012	S	400	D	\$ 46.13	4,224	D
Common Stock	02/16/2012	S	100	D	\$ 46.14	4,124	D
Common Stock	02/16/2012	S	100	D	\$ 46.1404	4,024	D
Common Stock	02/16/2012	S	600	D	\$ 46.15	3,424	D
Common Stock	02/16/2012	S	400	D	\$ 46.1504	3,024	D
Common Stock	02/16/2012	S	1,200	D	\$ 46.16	1,824	D
Common Stock	02/16/2012	S	100	D	\$ 46.1601	1,724	D
Common Stock	02/16/2012	S	600	D	\$ 46.17	1,124	D
Common Stock	02/16/2012	S	300	D	\$ 46.18	824	D
Common Stock	02/16/2012	S	100	D	\$ 46.182	724	D
Common Stock	02/16/2012	S	300	D	\$ 46.19	424	D

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

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SEC 1474  
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 23.76	02/16/2012		M	V (A) (D)	02/11/2009	02/11/2018		1,200

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Employee Stock Options (Right to Buy)					1,200 <u>(1)</u>			Common Stock	
Employee Stock Options (Right to Buy)	\$ 19.003	02/16/2012	M		3,300 <u>(2)</u>	02/09/2010	02/09/2019	Common Stock	3,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ackerman Patricia K A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			VP, Investor Relations & Treas	

## Signatures

James F. Stern, Attorney-in-Fact for Patricia K.  
Ackerman

02/17/2012

\_\_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 02/11/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.