

STERN JAMES F  
Form 4  
April 26, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STERN JAMES F

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)  
04/25/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec VP, General Counsel & Sec

(Street)  
MILWAUKEE, WI 53224

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

**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
Common Stock	04/25/2012		S		100	D	\$ 47.52 31,537
Common Stock	04/25/2012		S		1,000	D	\$ 47.49 30,537
Common Stock	04/25/2012		S		1,200	D	\$ 47.5 29,337
Common Stock	04/25/2012		S		3,500	D	\$ 47.51 25,837

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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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	\$ 19.003	04/25/2012		M	12,000 (1)	02/09/2010	02/09/2019	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

STERN JAMES F  
A. O. SMITH CORPORATION  
11270 WEST PARK PLACE  
MILWAUKEE, WI 53224

Exec VP, General Counsel & Sec

## Signatures

Wendy L. Grant, Attorney-in-Fact for James F.  
Stern

04/26/2012

\_\_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 02/09/2009 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.  
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