

Petrarca Mark A
Form 4
July 23, 2012

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 *
Petrarca Mark A

(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)

07/20/2012

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 Pres. - H.R. & P.A

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	07/20/2012		M		22,050	A	\$ 19.003	46,172	D
Common Stock	07/20/2012		S		5,500	D	\$ 51	40,672	D
Common Stock	07/20/2012		S		4,612	D	\$ 51.01	36,060	D
Common Stock	07/20/2012		S		2,638	D	\$ 51.02	33,422	D
Common Stock	07/20/2012		S		1,200	D	\$ 51.03	32,222	D

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Common Stock	07/20/2012	S	1,400	D	\$ 51.04	30,822	D
Common Stock	07/20/2012	S	1,500	D	\$ 51.05	29,322	D
Common Stock	07/20/2012	S	700	D	\$ 51.06	28,622	D
Common Stock	07/20/2012	S	800	D	\$ 51.07	27,822	D
Common Stock	07/20/2012	S	100	D	\$ 51.08	27,722	D
Common Stock	07/20/2012	S	300	D	\$ 51.09	27,422	D
Common Stock	07/20/2012	S	100	D	\$ 51.0902	27,322	D
Common Stock	07/20/2012	S	200	D	\$ 51.1	27,122	D
Common Stock	07/20/2012	S	500	D	\$ 51.11	26,622	D
Common Stock	07/20/2012	S	300	D	\$ 51.12	26,322	D
Common Stock	07/20/2012	S	500	D	\$ 51.13	25,822	D
Common Stock	07/20/2012	S	100	D	\$ 51.14	25,722	D
Common Stock	07/20/2012	S	100	D	\$ 51.15	25,622	D
Common Stock	07/20/2012	S	100	D	\$ 51.18	25,522	D
Common Stock	07/20/2012	S	100	D	\$ 51.2	25,422	D
Common Stock	07/20/2012	S	300	D	\$ 51.21	25,122	D
Common Stock	07/20/2012	S	100	D	\$ 51.22	25,022	D
Common Stock	07/20/2012	S	200	D	\$ 51.24	24,822	D
Common Stock	07/20/2012	S	100	D	\$ 51.25	24,722	D
Common Stock	07/20/2012	S	100	D	\$ 51.31	24,622	D
	07/20/2012	S	300	D	\$ 51.32	24,322	D

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Common
Stock

Common Stock 07/20/2012 S 200 D \$ 51.33 24,122 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)

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	07/20/2012		M		22,050		<u>(1)</u>	02/09/2019	Common Stock	22,050

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Petrarca Mark A A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Senior Vice Pres. - H.R. & P.A

Signatures

James F. Stern, Attorney-in-Fact for Mark A.
Petrarca

07/23/2012

__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. The options become exercisable in three annual installments of 1/3 of the award starting on 02/09/2010.

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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