#### O TOOLE ROBERT J

Form 4

September 10, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person \* O TOOLE ROBERT J

(First)

(Street)

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

SMITH A O CORP [AOS]

2. Issuer Name and Ticker or Trading

(Check all applicable)

2401 WEST CEDAR LANE

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director Officer (give title

below)

10% Owner Other (specify

09/09/2010

Symbol

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Filed(Month/Day/Year)

#### RIVER HILLS, WI 53217

(City)	(State)	(Zip) Table	erivative	uired, 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. Transactic Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)
Common Stock	09/09/2010		Code V S	Amount 300	(D)	Price \$ 54	239,730	D	
Common Stock	09/09/2010		S	300	D	\$ 54.01	239,430	D	
Common Stock	09/09/2010		S	100	D	\$ 54.03	239,330	D	
Common Stock	09/09/2010		S	100	D	\$ 54.04	239,230	D	
Common Stock	09/09/2010		S	300	D	\$ 54.05	238,930	D	
	09/09/2010		S	300	D		238,630	D	

### Edgar Filing: O TOOLE ROBERT J - Form 4

Common					\$		
Stock					54.07		
Common Stock	09/09/2010	S	100	D	\$ 54.1	238,530	D
Common Stock	09/09/2010	S	500	D	\$ 54.12	238,030	D
Common Stock	09/09/2010	S	200	D	\$ 54.13	237,830	D
Common Stock	09/09/2010	S	200	D	\$ 54.14	237,630	D
Common Stock	09/09/2010	S	300	D	\$ 54.18	237,330	D
Common Stock	09/09/2010	S	100	D	\$ 54.22	237,230	D
Common Stock	09/09/2010	S	94	D	\$ 54.23	237,136	D
Common Stock	09/09/2010	S	106	D	\$ 54.24	237,030	D
Common Stock	09/09/2010	S	200	D	\$ 54.33	236,830	D
Common Stock	09/09/2010	S	100	D	\$ 54.35	236,730	D
Common Stock	09/09/2010	S	100	D	\$ 54.36	236,630	D
Common Stock	09/09/2010	S	200	D	\$ 54.5	236,430	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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative			Securities		S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	-				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3.				·

#### Edgar Filing: O TOOLE ROBERT J - Form 4

4, and 5)

Date Expiration Title Code V (A) (D)

Exercisable Date Title Of Shares

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

O TOOLE ROBERT J
2401 WEST CEDAR LANE X
RIVER HILLS, WI 53217

## **Signatures**

James F. Stern, Attorney-in-Fact for Robert J.
O'Toole
09/10/2010

\*\*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).

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.

Reporting Owners 3