

JONES PAUL W
Form 4
February 14, 2011

FORM 4

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

OMB APPROVAL

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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 *
JONES PAUL 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)
02/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chair, Pres. and CEO

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 02/11/2011 | | S | | | 700 | D | \$ 42.29 | 127,096 | D |
| Common Stock | 02/11/2011 | | S | | | 194 | D | \$ 42.295 | 126,902 | D |
| Common Stock | 02/11/2011 | | S | | | 1,906 | D | \$ 42.3 | 124,996 | D |
| Common Stock | 02/11/2011 | | S | | | 100 | D | \$ 42.305 | 124,896 | D |
| Common Stock | 02/11/2011 | | S | | | 5,094 | D | \$ 42.31 | 119,802 | D |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|------------|---------|---|
| Common Stock | 02/11/2011 | S | 118 | D | \$ 42.31 | 119,684 | D |
| Common Stock | 02/11/2011 | S | 9 | D | \$ 42.315 | 119,675 | D |
| Common Stock | 02/11/2011 | S | 3,000 | D | \$ 42.32 | 116,675 | D |
| Common Stock | 02/11/2011 | S | 600 | D | \$ 42.33 | 116,075 | D |
| Common Stock | 02/11/2011 | S | 1,200 | D | \$ 42.34 | 114,875 | D |
| Common Stock | 02/11/2011 | S | 100 | D | \$ 42.345 | 114,775 | D |
| Common Stock | 02/11/2011 | S | 300 | D | \$ 42.35 | 114,475 | D |
| Common Stock | 02/11/2011 | S | 200 | D | \$ 42.36 | 114,275 | D |
| Common Stock | 02/11/2011 | S | 100 | D | \$ 42.365 | 114,175 | D |
| Common Stock | 02/11/2011 | S | 300 | D | \$ 42.37 | 113,875 | D |
| Common Stock | 02/11/2011 | S | 1,100 | D | \$ 42.38 | 112,775 | D |
| Common Stock | 02/11/2011 | S | 700 | D | \$ 42.4 | 112,075 | D |
| Common Stock | 02/11/2011 | S | 599 | D | \$ 42.42 | 111,476 | D |
| Common Stock | 02/11/2011 | S | 1 | D | \$ 42.425 | 111,475 | D |
| Common Stock | 02/11/2011 | M | 31,800 <u>(1)</u> | A | \$ 42.2197 | 143,275 | D |
| Common Stock | 02/11/2011 | S | 14,000 <u>(2)</u> | D | \$ 42.2197 | 129,275 | 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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 23.76 | 02/11/2011 | | M | 31,800 | (1) (1) | Common Stock | 31,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES PAUL W A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | X | | Chair, Pres. and CEO | |

Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones
 Date: 02/15/2011

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) 31,800 Restricted Stock Units were granted on 02/11/2008, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. 31,800 Restricted Stock Units vested on 02/11/2011. As of result of vesting, the Company is obligated to deliver 31,800 shares of Common Stock to the reporting person.
- (2) The reporting person sold these shares to obtain funds to pay the withholding taxes due as a result of the vesting of the restricted stock units described in footnote (1).

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.