

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* JONES PAUL W			2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012						
A. O. SMITH CORPORATION 11270 WEST PARK PLACE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
MILWAUKEE	WI		53224						

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	04/26/2012		M		61,650	A	\$21.34	217,594	D	
Common Stock	04/26/2012		S		343	D	\$47.51	217,251	D	
Common Stock	04/26/2012		S		300	D	\$47.53	216,951	D	
Common Stock	04/26/2012		S		600	D	\$47.54	216,351	D	
Common Stock	04/26/2012		S		3,100	D	\$47.55	213,251	D	
Common Stock	04/26/2012		S		1,100	D	\$47.56	212,151	D	
Common Stock	04/26/2012		S		2,300	D	\$47.57	209,851	D	
Common Stock	04/26/2012		S		2,500	D	\$47.58	207,351	D	
Common Stock	04/26/2012		S		2,167	D	\$47.59	205,184	D	
Common Stock	04/26/2012		S		2,300	D	\$47.6	202,884	D	
Common Stock	04/26/2012		S		8,005	D	\$47.61	194,879	D	
Common Stock	04/26/2012		S		3,450	D	\$47.62	191,429	D	
Common Stock	04/26/2012		S		3,550	D	\$47.63	187,879	D	
Common Stock	04/26/2012		S		1,599	D	\$47.64	186,280	D	
Common Stock	04/26/2012		S		1,300	D	\$47.65	184,980	D	
Common Stock	04/26/2012		S		1,836	D	\$47.66	183,144	D	
Common Stock	04/26/2012		S		1,800	D	\$47.67	181,344	D	
Common Stock	04/26/2012		S		2,600	D	\$47.68	178,744	D	
Common Stock	04/26/2012		S		1,880	D	\$47.69	176,864	D	
Common Stock	04/26/2012		S		1,400	D	\$47.7	175,464	D	
Common Stock	04/26/2012		S		1,380	D	\$47.71	174,084	D	
Common Stock	04/26/2012		S		900	D	\$47.72	173,184	D	
Common Stock	04/26/2012		S		400	D	\$47.73	172,784	D	
Common Stock	04/26/2012		S		3,800	D	\$47.74	168,984	D	
Common Stock	04/26/2012		S		2,900	D	\$47.75	166,084	D	
Common Stock	04/26/2012		S		500	D	\$47.76	165,584	D	
Common Stock	04/26/2012		S		540	D	\$47.77	165,044	D	
Common Stock	04/26/2012		S		784	D	\$47.78	164,260	D	
Common Stock	04/26/2012		S		300	D	\$47.79	163,960	D	
Common Stock	04/26/2012		S		300	D	\$47.8	163,660	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options (Right to Buy)	\$21.34	04/26/2012		M			61,650 ⁽¹⁾	11/05/2009	11/05/2018	Common Stock	\$0	370,400	D	

Explanation of Responses:

1. The employee stock options were granted on 11/05/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

James F. Stern, Attorney-in-Fact for Paul W. Jones 04/27/2012

** Signature of Reporting Person

Date

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

* 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.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the undersigned revokes the Powe

(1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely fil

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best :

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings:

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of February, 2012.

/s/Paul W. Jones