

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>SMITH BRUCE M</u> (Last) (First) (Middle) <u>SMITH INVESTMENT COMPANY LLC</u> <u>11270 WEST PARK PLACE</u> (Street) <u>MILWAUKEE WI 53224</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP [AOS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u>	
	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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							3,973 ⁽¹⁾	D ⁽²⁾	
Common Stock	12/27/2010		G	670	D	\$0	19,596 ⁽³⁾	I	In trust ⁽⁴⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	\$0						(5)	(5)	Common Stock	0	18,311 ⁽⁶⁾	D	
Class A Common Stock	\$0 ⁽⁷⁾						(8)	(9)	Common Stock	0	117,162 ⁽¹⁰⁾	I	In trust ⁽⁴⁾

Explanation of Responses:

- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's ownership of 1,324 additional shares of common stock.
- Shares deferred under the A. O. Smith Corporation Directors' Deferred Compensation Plan.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 6,755 additional shares of common stock.
- The reporting person beneficially owns these shares as settlor of a revocable family trust.
- The Plan permits the participant/recipient to defer receipt of the award, and Mr. Smith has made a deferral.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for 2, resulting in 6,032 additional shares of Phantom Stock. The Phantom Stock receives a quarterly dividend. The total amount of the dividends received in 2010 was 215 shares of Phantom Stock.
- 1 for 1
- Convertible at any time.
- None.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 39,054 additional shares of Class A Common Stock.

Remarks:

Bruce M. Smith 02/03/2011
 ** 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.