

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).

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>RETLER STEVE W</u> (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 <u>SMITH A O CORP [AOS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Senior Vice President - CD |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2012 | |
| | | 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 | 01/31/2012 | | M | | 5,700 | A | \$19.467 | 21,957 | D | |
| Common Stock | 01/31/2012 | | M | | 7,650 | A | \$25.837 | 29,607 | D | |
| Common Stock | 01/31/2012 | | S | | 600 | D | \$42.25 | 29,007 | D | |
| Common Stock | 01/31/2012 | | S | | 500 | D | \$42.26 | 28,507 | D | |
| Common Stock | 01/31/2012 | | S | | 300 | D | \$42.27 | 28,207 | D | |
| Common Stock | 01/31/2012 | | S | | 400 | D | \$42.28 | 27,807 | D | |
| Common Stock | 01/31/2012 | | S | | 300 | D | \$42.29 | 27,507 | D | |
| Common Stock | 01/31/2012 | | S | | 645 | D | \$42.3 | 26,862 | D | |
| Common Stock | 01/31/2012 | | S | | 1,000 | D | \$42.31 | 25,862 | D | |
| Common Stock | 01/31/2012 | | S | | 500 | D | \$42.32 | 25,362 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.33 | 25,162 | D | |
| Common Stock | 01/31/2012 | | S | | 400 | D | \$42.34 | 24,762 | D | |
| Common Stock | 01/31/2012 | | S | | 100 | D | \$42.345 | 24,662 | D | |
| Common Stock | 01/31/2012 | | S | | 1,300 | D | \$42.35 | 23,362 | D | |
| Common Stock | 01/31/2012 | | S | | 900 | D | \$42.36 | 22,462 | D | |
| Common Stock | 01/31/2012 | | S | | 100 | D | \$42.365 | 22,362 | D | |
| Common Stock | 01/31/2012 | | S | | 95 | D | \$42.37 | 22,267 | D | |
| Common Stock | 01/31/2012 | | S | | 300 | D | \$42.38 | 21,967 | D | |
| Common Stock | 01/31/2012 | | S | | 300 | D | \$42.39 | 21,667 | D | |
| Common Stock | 01/31/2012 | | S | | 1,600 | D | \$42.4 | 20,067 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.41 | 19,867 | D | |
| Common Stock | 01/31/2012 | | S | | 100 | D | \$42.42 | 19,767 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.43 | 19,567 | D | |
| Common Stock | 01/31/2012 | | S | | 500 | D | \$42.44 | 19,067 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.45 | 18,867 | D | |
| Common Stock | 01/31/2012 | | S | | 305 | D | \$42.5 | 18,562 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.51 | 18,362 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.52 | 18,162 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.53 | 17,962 | D | |
| Common Stock | 01/31/2012 | | S | | 200 | D | \$42.65 | 17,762 | 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 | Title | Amount or Number of Shares | | | | |
| Employee Stock Options (Right to Buy) | \$19.467 | 01/31/2012 | | M | | | 5,700 ⁽¹⁾ | 10/11/2006 | 10/11/2015 | Common Stock | 5,700 | \$0 | 38,000 | D | |
| Employee Stock Options (Right to Buy) | \$25.837 | 01/31/2012 | | M | | | 7,650 ⁽²⁾ | 02/09/2008 | 02/09/2017 | Common Stock | 7,650 | \$0 | 30,350 | D | |

Explanation of Responses:

- The employee stock options were granted on 10/11/2005, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.
- The employee stock options were granted on 02/09/2007, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under rule 16b-3.

Remarks:

James F. Stern, Attorney-in-Fact for Steve W. Rettler 02/01/2012

** 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.