

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

- 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</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>12/31/2003</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  <input type="checkbox"/> 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							2,649	I	By Plan <sup>(2)</sup>
Common Stock							14,968	I	See footnote <sup>(3)</sup>
Common Stock	01/13/2003		G	1,316 <sup>(1)</sup>	D	\$0	1,316	I	By Wife <sup>(3)(4)(5)</sup>
Common Stock	11/30/2003		G	1,316 <sup>(1)</sup>	D	\$0	0	I	By Wife <sup>(3)(4)(5)</sup>

**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	Title	Amount or Number of Shares				
Phantom Stock	\$27.11						04/01/2019	04/01/2019	Common Stock	0 <sup>(9)</sup>		554	D	
Class A Common Stock	\$0 <sup>(6)</sup>						(7)	(8)	Common Stock	0 <sup>(9)</sup>		77,448	I	See footnote <sup>(3)</sup>
Class A Common Stock	\$0 <sup>(6)</sup>	01/13/2003		G		6,809 <sup>(1)</sup>	(7)	(8)	Common Stock	6,809	\$0	6,810	I	By Wife <sup>(3)(4)(5)</sup>
Class A Common Stock	\$0 <sup>(6)</sup>	11/30/2003		G		6,810 <sup>(1)</sup>	(7)	(8)	Common Stock	6,810	\$0	0	I	By Wife <sup>(3)(4)(5)</sup>

**Explanation of Responses:**

- Dispositions reported above represent proportionate interest in gifts of 5,600 shares of Smith Investment Company ("SICO") common stock from the reporting person's wife as custodian for his issue.
- Shares deferred under the A. O. Smith Corporation Directors' Deferred Compensation Plan.
- Represents holdings of SICO common stock.
- Holdings reported represent SICO shares held by the reporting person's wife as custodian for his issue.
- The reporting person disclaims beneficial ownership of all shares held by his wife as custodian for his issue, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- 1 for 1
- Convertible at any time.
- None
- No change

**Remarks:**

Bruce M. Smith 02/03/2004  
 \*\* 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.**