
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 3, 2011

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

11270 West Park Place, Milwaukee, Wisconsin 53224-9508
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On February 3, 2011, Terry M. Murphy, Executive Vice President and Chief Financial Officer of A.O. Smith Corporation, advised the Company that he will retire from the Company effective May 1, 2011.

On February 7, 2011, the Company announced that John J. Kita, Senior Vice President, Corporate Finance and Controller, will succeed Mr. Murphy as Chief Financial Officer effective May 1, 2011. In his current position, Mr. Kita oversees the accounting, financial planning, tax, and risk management functions. Mr. Kita originally joined the Company as assistant treasurer in 1988 and was elected vice president, treasurer and controller in 1996. He was named senior vice president in 2006.

A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being filed herewith:

99.1 A. O. Smith Corporation News Release dated February 7, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A. O. SMITH CORPORATION

Date: February 8, 2011

By: /s/ James F. Stern
James F. Stern
Vice President, General Counsel
and Secretary

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K Dated February 7, 2011

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release of A. O. Smith Corporation, dated February 7, 2011.



February 7, 2011

Murphy announces retirement as A. O. Smith chief financial officer; company names Kita as successor

Milwaukee, Wis.—Terry M. Murphy, executive vice president and chief financial officer of A. O. Smith Corporation (NYSE:AOS), has announced he plans to retire from the global manufacturer of electric motors and water heaters effective May 1.

“Terry has brought a financial discipline to the company focused on cost reduction, working capital management, cash generation, and the use of return on invested capital to measure our company’s performance,” Paul W. Jones, chairman and chief executive officer said.

“Our shareholders have benefited from his vigilance as demonstrated by the fact that A. O. Smith’s returns on invested capital have exceeded the company’s cost of capital in each of the five years he has been with the company,” Jones continued. “We wish him well as he enters this new phase of his life.”

Murphy, 62, joined A. O. Smith in January 2006 after serving as senior vice president and chief financial officer of Quanex Corporation of Houston, Texas.

The company also announced that John J. Kita, 55, senior vice president-corporate finance and controller, will succeed Murphy on May 1.

“I am very pleased that Terry and John will have the time between now and May 1 to complete an effective transition of duties,” Jones commented. “I also am pleased that Terry has expressed his willingness to assist the company as needed after his retirement as we redeploy the proceeds from the sale of our Electrical Products Company.”

“With more than 20 years of experience at A. O. Smith and his familiarity with all financial aspects of the company, we expect John will make a very smooth transition into his new role,” Jones continued.

In his current position, Kita oversees the accounting, financial planning, tax, and risk management functions. Kita originally joined A. O. Smith as assistant treasurer in 1988 and was elected vice president, treasurer and controller in 1996. He was named senior vice president in 2006.

Before joining A. O. Smith, Kita held a number of financial and accounting positions at RTE Corporation, Waukesha, Wis., a manufacturer of electrical equipment.

He received a bachelor's degree in accounting and mathematics from the University of Wisconsin-Oshkosh, and an MBA from the University of Wisconsin-Madison. He is a Certified Public Accountant (CPA) in the State of Wisconsin.

A. O. Smith Corporation, with headquarters in Milwaukee, Wis., is a global leader applying innovative technology and energy-efficient solutions to products marketed worldwide. The company is one of the world's leading manufacturers of residential and commercial water heating equipment, offering a comprehensive product line featuring the best-known brands in North America and China.