

| OMB APPROVAL                                 |           |
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**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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><b>Smith Family Trusts</b><br><br>(Last) (First) (Middle)<br><b>C/O SMITH INVESTMENT COMPANY</b><br><b>11270 WEST PARK PLACE</b><br><br>(Street)<br><b>MILWAUKEE WI 53224</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>SMITH A O CORP [ AOS ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/22/2009</b>        |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    |                                      |  |                                |   |   |            | 4,734 | D <sup>(1)</sup>  |  |   |
| Common Stock                    |                                      |  |                                |   |   |            | 2,649 | I   | See Note <sup>(2)</sup>                                  |   |
| Common Stock                    | 04/22/2009                           |  | J <sup>(3)</sup>               |   | 91,141  | D          | (3)   | 14,670  | I  | See Note <sup>(4)</sup>                               |
| Common Stock                    | 04/22/2009                           |  | D <sup>(5)</sup>               |   | 14,670  | D          | (3)   | 0   | I  | See Note <sup>(4)</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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)     | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Class A Common Stock                       | (6)  | 04/22/2009                           |  | J <sup>(3)</sup>               |   |  | 471,597 | (7)  | (6)             | Common Stock  | 471,597                    | (8)  | 75,909   | I   | See Note <sup>(9)</sup>                                |
| Class A Common Stock                       | (6)  | 04/22/2009                           |  | D <sup>(5)</sup>               |   |  | 75,909  | (7)  | (6)             | Common Stock  | 75,909                     | (8)  | 0  | I   | See Note <sup>(9)</sup>                                |
| Phantom Stock                              | (6)  |                                      |  |                                |   |  |         | (10)   | (10)            | Common Stock  | 10,413                     |  | 10,413   | D <sup>(11)</sup>   |  |

**Explanation of Responses:**

- Shares held directly by one individual who was part of the Reporting Person until the Reporting Person disbanded upon consummation of the Merger described below.
- Represents the indirect ownership of the Issuer's Common Stock by one individual who was part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").
- Represents the conversion of shares of SICO common stock into shares of Common Stock and Class A Common Stock of the Issuer pursuant to the merger of SICO with a subsidiary of the Issuer (the "Merger"). No consideration was paid or received except for the conversion of each SICO share into 0.463 shares of the Issuer's Common Stock and 2.396 shares of the Issuer's Class A Common Stock. Certain shares of the Issuer's Common Stock issued in the transaction are being held in escrow pursuant to the related merger agreement.
- Represented the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- Represents a conversion in the Merger that was approved in advance by the Board of Directors of the Issuer on behalf of an individual who was part of the Reporting Person and is also a director of the Issuer.
- None.
- Convertible at any time.
- Convertible on a 1-for-1 basis.
- Represented the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who was part of the Reporting Person made a deferral pursuant to the Plan.
- Represents direct ownership of the Issuer's phantom stock by one individual who was part of the Reporting Person.

**Remarks:**

The Smith Family Trusts (the "Reporting Person") consisted of certain former shareholders of Smith Investment Company, a Nevada corporation ("SICO"), that held shares of A. O. Smith Corporation (the "Issuer"). On April 22, 2009, SICO merged with a subsidiary of the Issuer; in that transaction, outstanding shares of SICO common stock were converted into shares of Common Stock and Class A Common Stock of the Issuer. The shareholders that comprised the Reporting Person were certain individual members of the Smith family and trusts for the benefit of certain members of the Smith family. On December 10, 2008, the Reporting Person filed a Schedule 13D/A related to the Issuer's Common Stock pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). The collective beneficial ownership of the Issuer's outstanding Common Stock under Rule 13d-3 under the Exchange Act exceeded 10% of the Issuer's Common Stock. The Reporting Person disbanded as a group upon consummation of the Merger. The Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock held by SICO and also disclaims that the Reporting Person constituted a "group" pursuant to Section 13(d).

[Representative for Smith](#)  
[Family Trusts](#)

\*\* 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.**