

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* <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. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/24/2009</u>	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 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	04/22/2009		A ⁽⁴⁾		78,856	A	(4)	78,856	I	In trust ⁽⁵⁾

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
Class A Common Stock	\$0 ⁽¹⁾	04/22/2009		A ⁽⁴⁾		408,084		(2)	(3)	Common Stock	408,084	\$0 ⁽⁴⁾	408,084	I	In trust ⁽⁵⁾

Explanation of Responses:

- 1 for 1
- Convertible at any time.
- None.
- Represents the conversion of shares of SICO common stock into shares of Common Stock and Class A Common Stock of A. O. Smith Corporation (the "Issuer") pursuant to a 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 shares of the Issuer's Common Stock and Class A Common Stock. The conversion in the Merger was approved in advance by the Issuer's board of directors on behalf of the reporting person. In addition, the elimination of SICO upon consummation of the Merger resulted in a change in the shares to be reported as a consequence of the application of the relevant definitions of beneficial ownership. The amount reported reflects this change in the form of ownership. Also, certain shares of the Issuer's Common Stock issued in the Merger are being held in escrow pursuant to the related merger agreement.
- The reporting person beneficially owns these shares as (i) a trustee of trusts of which a member of the reporting person's immediate family is a beneficiary or (ii) settlor of a revocable family trust. Beneficial ownership of the shares held by trusts of which the reporting person is a trustee is disclaimed.

Remarks:

Bruce M. Smith 08/03/2009

** 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.