

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL 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).
- 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 MARK D</u>  (Last) (First) (Middle) <u>3725 WEST GRACE AVENUE</u>  (Street) <u>MEQUON WI 53092</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>12/31/2010</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  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							19,453 <sup>(1)</sup>	D	
Common Stock	01/29/2010		G	582	A	\$0	5,556	I	In trust <sup>(2)</sup>
Common Stock	07/07/2010		G	578	A	\$0	9,201 <sup>(3)</sup>	I	In trust <sup>(2)</sup>
Common Stock	12/17/2010		G	659	D	\$0	8,542	I	In trust <sup>(2)</sup>
Common Stock	06/28/2010		G	579	A	\$0	1,920 <sup>(4)</sup>	I	Held by spouse

**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					
Class A Common Stock	\$0 <sup>(5)</sup>						(6)	(7)	Common Stock		43,149 <sup>(8)</sup>	I	In trust <sup>(2)</sup>
Class A Common Stock	\$0 <sup>(5)</sup>						(6)	(7)	Common Stock		919 <sup>(9)</sup>	I	Held by spouse

**Explanation of Responses:**

- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's ownership of 6,484 additional shares of common stock.
- The reporting person beneficially owns the shares as settlor of a revocable family trust.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 3,067 additional shares of common stock.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 640 additional shares of common stock.
- 1 for 1
- Convertible at any time.
- None.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 14,383 additional shares of Class A Common Stock.
- On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 306 additional shares of Class A Common Stock.

**Remarks:**

Kenneth J. Maciolek, Attorney- 02/04/2011  
in-Fact for Mark D. Smith

\*\* 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.