

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 18, 1997

A. O. SMITH CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	I-475 (Commission File Number)	39-0619790 (IRS Employer Identification No.)
P.O. Box 23972, Milwaukee, Wisconsin (Address of principal executive offices)		53223-0972 (Zip Code)

Registrant's telephone number, including area code: (414) 359-4000

Amendment No. One

The undersigned Registrant hereby amends the following  
item of its Current Report filed on Form 8-K dated  
May 5, 1997, in the pages attached hereto.

Item 7. Financial Statements and Exhibits

(b) Pro Forma Financial Information

UNAUDITED PRO FORMA FINANCIAL STATEMENTS

The following unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 1997, gives effect to the sale on April 18, 1997, of the Company's automotive products business. The Company classified its automotive products business as "Discontinued Operations" in its 1996 Form 10-K. As part of the Company's overall plan to sell its automotive products business, the Company also intends to sell its interest in its 40% owned Mexican affiliate. The sale of its Mexican affiliate has not been finalized, and accordingly, the Company's interest in the affiliate is shown as a net asset of discontinued operations.

The Company received gross proceeds from the sale of automotive products of \$727 million, which amount reflects additional investment and working capital changes from the initial price of \$625 million and is subject to final adjustment.

The Pro Forma Condensed Consolidated Balance Sheet reflects the proceeds received on April 18, 1997. As of June 30, 1997, the Company used approximately \$376 million to pay debt and \$100 million to repurchase stock. The remaining proceeds will be used to repurchase additional stock and make acquisitions.

No Pro Forma Condensed Consolidated Statement of Earnings is presented because the Consolidated Statement of Earnings included in the Company's

1996 Form 10-K and Form 10-Q for the quarter ended March 31, 1997, reflected the automotive products business as a discontinued operation. Certain expenses have been allocated to the discontinued operations, including interest expense, which was allocated based on the ratio of net assets discontinued to the total consolidated net assets of the Company. There are no pro forma adjustments which would have a material effect on income from continuing operations. Pro forma earnings per share from continuing operations for the quarter ended March 31, 1997, would be \$.40 per share after considering the effect of the stock repurchase and assuming the purchases had occurred on January 1, 1997.

A. O. SMITH CORPORATION  
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET  
March 31, 1997  
(000'S OMITTED)  
(Unaudited)

	Historical (A)	Assumed Disposition of Business (B), (C)	Pro Forma Adjusted
<b>ASSETS</b>			
Current Assets			
Cash and cash equivalents	2,803	294,524	297,327
Receivables	140,304		140,304
Inventories	89,566		89,566
Deferred income taxes	12,562		12,562
Other current assets	6,552		6,552
Net current assets - discontinued operations	104,761	(104,761)	0
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Total Current Assets	356,548	189,763	546,311
Net property, plant, and equipment	192,125		192,125
Investment in and advances to joint ventures	17,312		17,312
Other assets	136,029	(16,400)	119,629
Net long - term assets - discontinued operations	389,495	(359,671)	29,824
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Total Assets	1,091,509	(186,308)	905,201
	=====	=====	=====
<b>LIABILITIES</b>			
Current Liabilities			
Short term debt	376,325	(376,325)	0
Trade payables	76,830		76,830
Accrued payroll and benefits	18,742		18,742
Accrued liabilities	25,597		25,597
Income taxes	4,545	88,073	92,618
Long - term debt due within one year	8,247		8,247
Disposition related liabilities		66,019	66,019
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Total Current Liabilities	510,286	(222,233)	288,053
Long - term debt	103,071		103,071
Deferred income taxes	30,182		30,182
Other liabilities	51,605		51,605
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Total Liabilities	695,144	(222,233)	472,911
<b>STOCKHOLDERS' EQUITY</b>			
Class A Common Stock	29,200		29,200
Common Stock	15,860		15,860
Capital in excess of par	71,290		71,290
Retained earnings	341,712	92,499	434,211
Cumulative foreign currency translation adjustments	(7,917)		(7,917)
Treasury stock at cost	(53,780)	(56,574)	(110,354)
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Total Stockholders' Equity	396,365	35,925	432,290
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Total Liabilities and Stockholders' Equity	1,091,509	(186,308)	905,201
	=====	=====	=====

NOTES TO PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

- (A) The company classified its Automotive Products Company as discontinued operations in 1996 (See "Discontinued Operations" note in the company's 1996 Form 10-K and notes to condensed consolidated financial statements in the company's March 31, 1997 Form 10-Q). The historical balance sheet reflects as short term debt the amount of debt that was repaid with a portion of the sales proceeds received from the sale of the automotive business.
- (B) The disposition adjustments reflect the cash proceeds from the sale of the automotive business, the elimination of the net current and long - term assets of the automotive business other than assets and liabilities retained, repayment of short-term debt, stock repurchases, the estimated after-tax gain on sale of the business, and the associated tax liability.
- (C) The actual gain to be recorded as of April 18, 1997 may differ from the estimated gain reflected in the March 31, 1997 pro forma balance sheet. The Company and the buyer are in the process of negotiating the final amounts of certain items.

(c) Exhibits.

- 2.1 Asset Purchase Agreement, dated as of January 27, 1997, among A. O. Smith Corporation, A. O. Smith Enterprises Ltd., Tower Automotive Acquisition, Inc., Tower Automotive, Inc. and R.J. Tower Corporation (incorporated by reference to Exhibit 2.1 of the Form S-3 Registration Statement of Tower Automotive, Inc. (Registration No. 333-21943)). Schedules thereto have not been filed; the Company agrees to furnish supplementally a copy of any omitted schedule to the Commission upon request. (Exhibit previously filed)

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  
(Registrant)

By: /s/W. David Romoser  
W. David Romoser  
Vice President, General Counsel  
and Secretary

Date: July 2, 1997