SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
- --- ACT OF 1934
For the quarterly period ended June 30, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
- --- EXCHANGE ACT OF 1934
For the transition period from _______________ to ______________

Commission File Number 1-475

A.O. SMITH CORPORATION

Delaware	39-0619790
(State of Incorporation)	(IRS Employer ID Number)

P. O. Box 245008, Milwaukee, Wisconsin 53224-9508
Telephone: (414) 359-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes X No
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Class A Common Stock Outstanding as of June 30, 2001 8,675,389 shares

Common Stock Outstanding as of June 30, 2001 15,071,564 shares

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A. O. Smith Corporation

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PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
AND RETAINED EARNINGS
Three and Six Months ended June 30, 2001 and 2000
(000 omitted except for per share data)
(unaudited)

	Three Months Ended June 30		Six Months Ended June 30	
	2001	2000	2001	2000
Continuing Operations				
Electric Motor Technologies	$ 221,630	$ 253,579	$ 447,883	$ 505,922
Water Systems Technologies	86,618	87,706	178,600	179,929
Net sales	308,248	341,285	626,483	685,851
Cost of products sold	249,663	267,819	509,103	539,014
Gross profit	58,585	73,466	117,380	146,837
Selling, general and administrative expenses	36,338	39,304	74,461	82,295
Interest expense	3,901	5,733	8,702	11,164
Amortization of intangibles	1,734	1,732	3,467	3,459
Other (income) expense - net	349	(530)	948	313
	16,263	27,227	29,802	49,606
Provision for income taxes	5,570	9,634	10,580	17,858
Earnings from Continuing Operations	10,693	17,593	19,222	31,748
Discontinued Operations (note 4)				
Gain (loss) on disposition less related income tax provision (benefit) - $(21) & $276	-	(32)	-	424
Net Earnings	$ 10,693	$ 17,561	$ 19,222	$ 32,172
Retained Earnings				
Balance at beginning of period	$ 554,705	$ 543,008	$ 549,237	$ 531,204
Net earnings	10,693	17,561	19,222	32,172
Cash dividends on common shares	(3,078)	(2,810)	(6,139)	(5,617)
Balance at End of Period	$ 562,320	$ 557,759	$ 562,320	$ 557,759
Basic Earnings per Common Share (note 8)				
Continuing Operations	$0.45	$0.75	$0.82	$1.36
Discontinued Operations	-	-	-	0.02
Net Earnings	$0.45	$0.75	$0.82	$1.38
Diluted Earnings per Common Share (note 8)				
Continuing Operations	$0.45	$0.74	$0.81	$1.34
Discontinued Operations	-	-	-	0.02
Net Earnings	$0.45	$0.74	$0.81	$1.36
Dividends per Common Share	$0.13	$0.12	$0.26	$0.24

See accompanying notes to unaudited condensed consolidated financial statements.

PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
June 30, 2001 and December 31, 2000
(000 omitted)

	(unaudited) June 30, 2001	December 31, 2000
Assets		
Current Assets		
Cash and cash equivalents (note 2)	$ 15,187	$ 15,287
Receivables	198,226	169,117
Inventories (note 5)	158,864	169,630
Deferred income taxes	1,568	7,215
Other current assets	38,896	22,199
Net current assets - discontinued operations (note 4)	-	22,651
Total Current Assets	412,741	406,099
Property, plant and equipment	555,366	542,018
Less accumulated depreciation	276,535	259,183
Net property, plant and equipment	278,831	282,835
Net goodwill and other intangibles	241,421	244,821
Other assets	115,099	107,928
Net long-term assets - discontinued operations (note 4)	-	17,493
Total Assets	$ 1,048,092	$ 1,059,176
Liabilities		
Current Liabilities		
Trade payables	$ 101,588	$ 91,780
Accrued payroll and benefits	23,162	27,388
Accrued liabilities	31,338	26,865
Product warranty	11,629	11,574
Income taxes	201	1,695
Long-term debt due within one year	11,129	11,129
Total Current Liabilities	179,047	170,431
Long-term debt (note 6)	275,888	316,372
Other liabilities	59,149	61,856
Deferred income taxes	69,687	62,122
Total Liabilities	583,771	610,781
Stockholders' Equity		
Class A common stock, $5 par value: authorized 14,000,000 shares; issued 8,707,984	43,540	43,614
Common stock, $1 par value: authorized 60,000,000 shares; issued 23,841,378	23,841	23,827
Capital in excess of par value	54,442	53,521
Retained earnings (note 6)	562,320	549,237
Accumulated other comprehensive loss (note 7)	(4,826)	(5,438)
Treasury stock at cost	(214,996)	(216,366)
Total Stockholders' Equity	464,321	448,395
Total Liabilities and Stockholders' Equity	$ 1,048,092	$ 1,059,176

See accompanying notes to unaudited condensed consolidated financial statements

PART I--FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS

A.O. SMITH CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2001 and 2000
(000 omitted)
(unaudited)

	Six Months Ended June 30	
	2001	2000
Operating Activities		
Continuing		
Earnings from continuing operations	$ 19,222	$ 31,748
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation	18,725	18,535
Amortization	4,255	4,234
Net change in current assets and liabilities	(22,871)	(18,671)
Net change in other noncurrent assets and liabilities	(2,481)	(6,263)
Other	496	662
Cash Provided by Operating Activities	17,346	30,245
Investing Activities		
Capital expenditures	(15,498)	(20,733)
Other	(545)	(558)
Cash Used in Investing Activities	(16,043)	(21,291)
Financing Activities		
Debt retired	(40,484)	(6,451)
Net proceeds from common stock and option activity	1,046	38
Dividends paid	(6,139)	(5,617)
Cash Used in Financing Activities	(45,577)	(12,030)
Cash Provided by (Used in) Discontinued Operations	44,174	(3,377)
Net decrease in cash and cash equivalents	(100)	(6,453)
Cash and cash equivalents-beginning of period (note 2)	15,287	14,761
Cash and Cash Equivalents - End of Period	$ 15,187	$ 8,308

See accompanying notes to unaudited condensed consolidated financial statements.

PART I - FINANCIAL INFORMATION
ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2001
(unaudited)

1. Basis of Presentation
The condensed consolidated financial statements presented herein are based on interim figures and are subject to audit. In the opinion of management, all adjustments consisting of normal accruals considered necessary for a fair presentation of the results of operations and of financial position have been made. The results of operations for the three- and six-month periods ended June 30, 2001 are not necessarily indicative of the results expected for the full year. The condensed consolidated balance sheet as of December 31, 2000 is derived from the audited financial statements but does not include all disclosures required by generally accepted accounting principles. Certain prior year amounts have been reclassified to conform to the 2001 presentation.

2. Statement of Cash Flows
For purposes of the Consolidated Statement of Cash Flows, cash and cash equivalents include short-term investments held primarily for cash management purposes. These investments normally mature within three months from the date of acquisition.

3. Acquisition
On August 2, 1999, A. O. Smith Corporation (the company) acquired the assets of MagneTek, Inc.'s (MagneTek) domestic electric motor business and six wholly owned foreign subsidiaries for $244.6 million. In connection with the MagneTek acquisition, the company recorded additional purchase liabilities of $17.9 million, which included employee severance and relocation, as well as certain facility exit costs. Costs incurred and charged against the liabilities to date totaled $4.7 million. The majority of the activities are expected to be completed by the end of 2001.

4. Discontinued Operations
In the first quarter 2000, the company, with the approval of the Board of Directors, decided to divest its fiberglass piping and liquid and dry bulk storage tank businesses. These sales were completed in December 2000 and January 2001, respectively. Net sales of these businesses were $34.1 million and $63.0 million for the three- and six-month periods ended June 30, 2000.

The operating results of the discontinued businesses have been reported separately as discontinued operations in the accompanying financial statements. Certain expenses have been allocated to the discontinued operations, including interest expense, which was allocated based on the ratio of net assets of the discontinued businesses to the total consolidated capital of the company.

5. Inventories (000 omitted)

	June 30, 2001	December 31, 2000
Finished products	$ 99,045	$ 109,702
Work in process	36,192	37,186
Raw materials	41,054	40,191
Supplies	882	860
	177,173	187,939
Allowance to state inventories at LIFO cost	18,309	18,309
	$ 158,864	$ 169,630

6. Long-Term Debt

The company's credit agreement and term notes contain certain conditions and provisions which restrict the company's payment of dividends. Under the most restrictive of these provisions, retained earnings of $68.6 million were unrestricted as of June 30, 2001.

7. Comprehensive Earnings

(000 omitted)

The company's comprehensive earnings were comprised of net earnings, foreign currency translation adjustments, and in 2001, realized and unrealized gains and losses on cash flow derivative instruments. Also included in comprehensive earnings for the six-month period ended June 30, 2001 was a cumulative loss adjustment on cash flow hedges of approximately $0.6 million in connection with the adoption of Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended. The amount recorded in earnings during the six-month period ending June 30, 2001, associated with the transition adjustment as of January 1, 2001 was not material to the company's financial statements.

	Three Months Ended June 30		Six Months Ended June 30	
	2001	2000	2001	2000
Net Earnings	$10,693	$17,561	$19,222	$32,172
Other comprehensive earnings (loss):				
Foreign currency translation adjustments	650	(399)	(1,167)	(1,389)
Unrealized net gains on cash flow derivative instruments less related income tax provision - $928 & $1,137	1,453	-	1,779	-
Comprehensive Earnings	$12,796	$17,162	$19,834	$30,783

8. Earnings per Share of Common Stock

The numerator for the calculation of basic and diluted earnings per share is net earnings. The following table sets forth the computation of basic and diluted weighted-average shares used in the earnings per share calculations:

	Three Months Ended June 30		Six Months Ended June 30	
	2001	2000	2001	2000
Denominator for basic earnings per share - weighted-average shares	23,644,889	23,363,973	23,578,440	23,362,683
Effect of dilutive stock options	267,289	370,512	292,127	353,742
Denominator for diluted earnings per share	23,912,178	23,734,485	23,870,567	23,716,425

9. Operations by Segment (000 omitted)

	Three Months Ended June 30		Six Months Ended June 30	
	2001	2000	2001	2000
Net Sales				
Electric Motor Technologies	$221,630	$253,579	$447,883	$505,922
Water Systems Technologies	86,618	87,706	178,600	179,929
Net Sales	$308,248	$341,285	$626,483	$685,851
Earnings before Interest and Taxes				
Electric Motor Technologies	$ 15,379	$ 28,487	$ 29,403	$ 54,559
Water Systems Technologies	9,885	8,927	19,736	18,450
Total Segments	25,264	37,414	49,139	73,009
Corporate Expenses	(5,100)	(4,454)	(10,635)	(12,239)
Interest Expense	(3,901)	(5,733)	(8,702)	(11,164)
Earnings from Continuing Operations before Income Taxes	16,263	27,227	29,802	49,606
Provision for Income Taxes	(5,570)	(9,634)	(10,580)	(17,858)
Earnings from Continuing Operations	$ 10,693	$ 17,593	$ 19,222	$ 31,748

Intersegment sales, which are immaterial, have been excluded from segment revenues.

10. Accounting for Derivative Instruments

Effective January 1, 2001, the company adopted SFAS No. 133, as amended, which requires that all derivative instruments be recorded on the balance sheet at fair value and establishes criteria for designation and effectiveness of the hedging relationships. Any fair value changes are recorded in net income or other comprehensive income. The cumulative effect of adopting SFAS No. 133 was not material to the company's consolidated financial statements as of January 1, 2001.

The company utilizes certain derivative instruments to enhance its ability to manage currency exposures and raw materials price risks. Derivative instruments are entered into for periods consistent with the related underlying exposures and do not constitute positions independent of those exposures. The company does not enter into contracts for speculative purposes. The company has hedged certain of its forecasted exposures. Approximately 95% of these contracts expire by December 31, 2002. The contracts are executed with major financial institutions with no credit loss anticipated for failure of the counterparties to perform.

Foreign Currency Forward Contracts

The company is exposed to foreign currency exchange risk as a result of transactions in currencies other than the functional currency of certain subsidiaries. The company utilizes foreign currency forward purchase and sale contracts to manage the volatility associated with foreign currency purchases and certain intercompany transactions in the normal course of business. Contracts typically have maturities of a year or less. Principal currencies include the Mexican peso, Hungarian forint, British pound and U.S. dollar.

Forward contracts are accounted for as cash flow hedges of a forecasted transaction. The fair value of these currency derivatives of approximately $6.3 million as of June 30, 2001 has been recorded in other current assets. Gains and losses on these instruments are recorded in other comprehensive income(loss) until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive income(loss) to the statement of earnings on the same line item as the underlying transaction. The assessment of effectiveness for forward contracts is based on changes in the forward rates.

Commodity Future Contracts

In addition to entering into supply arrangements in the normal course of business, the company also enters into future contracts to fix the cost of certain raw material purchases, principally copper, with the objective of minimizing changes in inventory cost due to market price fluctuations.

The commodity future contracts are designated as cash flow hedges. Derivative commodity liabilities of approximately $3.6 million are recorded in accrued liabilities as of June 30, 2001 with the value of the effective portion of the contracts of approximately $3.4 million recorded in accumulated other comprehensive income(loss) and reclassified into cost of products sold in the period in which the underlying transaction is recorded in earnings. Ineffective portions of the commodity hedges are recorded into earnings in the period in which the ineffectiveness occurs in the same statement of earnings line item as the intended underlying exposure is recorded. Hedge ineffectiveness and impact on earnings was not material for the three- and six-month periods ended June 30, 2001.

The majority of the amounts in accumulated other comprehensive income(loss) for cash flow hedges are expected to be reclassified into earnings within a year.

PART I - FINANCIAL INFORMATION
ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS
FIRST SIX MONTHS OF 2001 COMPARED TO 2000

Sales were $308 million in the second quarter of 2001, approximately $33 million, or ten percent lower than the record sales of $341 million recorded in the second quarter of 2000. Sales for the first half of 2001 were $626 million, a decline of nine percent compared with the $686 million of sales in the same period last year. Nearly all of the sales decline for both the second quarter and first half of 2001 occurred in the electric motor business which experienced lower sales for most product lines primarily as a result of sluggish economic conditions.

Second quarter earnings of $10.7 million were $6.9 million, or 39 percent lower than last year's record second quarter earnings of $17.6 million. Earnings of $19.2 million for the first half of 2001 were $12.5 million lower than earnings of $31.7 million in the first half of 2000. On a diluted per share basis, second quarter earnings declined from $.74 in 2000 to $.45 in 2001. Continuing earnings per share for the first half of 2001 were $.81 compared with $1.34 in the same period last year. The lower year over year earnings for the second quarter and first half of the year were due mostly to the sales volume reduction at the electric motors operation.

The gross profit margin for the second quarter declined from 21.5 percent in 2000 to 19.0 percent in 2001. The year to date gross profit margin in 2001 was 18.7 percent compared with 21.4 percent in the same period in 2000. The lower margins in both the second quarter and first half of 2001 resulted primarily from under-absorption of manufacturing costs associated with the lower volume in the electric motor business.

Second quarter sales of Electric Motor Technologies were $222 million or $32 million less than the second quarter of 2000. Year-to-date sales for this segment were $448 million, a decline of $58 million from 2000 first half sales of $506 million. Overall economic sluggishness, reduced discretionary spending on the part of consumers, and inventory adjustments by large retailers adversely affected motor demand in agricultural, pool and spa, air compressor, and home improvement markets. Sales of heating and air conditioning motors declined compared with the prior year while hermetic air conditioning motor sales began to stabilize in the second quarter as improved exports overcame a decline in the domestic market.

Second quarter operating profits for Electric Motor Technologies decreased from $28.5 million in 2000 to $15.4 million in 2001. Earnings for the first six months of the year declined from $54.6 million to $29.4 million in 2001. The significant decline in earnings was due mostly to lower sales volume, higher costs for Mexican labor, and competitive pressures in a number of the company's major markets. The second quarter and first half of 2000 benefited from a favorable earnings adjustment of $2.3 million associated with a one-time vacation policy adjustment.

Second quarter and first half sales in 2001 for Water Systems Technologies were $86.7 million and $178.6 million, respectively, slightly lower than the comparable periods in 2000. Lower sales in the segment's residential and commercial businesses and certain international markets, offset improved sales in the Chinese water heater operation.

Operating profits for Water Systems Technologies were $9.9 million in the second quarter of 2001 reflecting a $1.0 million increase over the same period last year. For the first half of 2001, earnings were $19.7 million or seven percent higher than earnings of $18.5 million in the first six months of 2000. The improved earnings performance in the second quarter and first half of 2001 compared with the same periods in 2000 were the result of increased earnings in the residential business and continued progress in the Chinese operation.

Selling, general and administrative (SG&A) expense in the second quarter and first half of 2001 were lower than the same periods in 2000 by $3.0 million and $7.8 million, respectively. The lower SG&A was a function of lower sales, cost reduction programs and lower corporate expense. As a proportion of sales, 2001 SG&A was similar to year ago rates.

Interest expense for the second quarter and first half of 2001 was lower than the comparable periods in 2000 by $1.8 million and $2.5 million, respectively, due to lower debt levels and declining interest rates.

Other expense in the second quarter and first half of 2001 was higher than the same periods in 2000 due to the recognition of certain non-recurring income items in the second quarter of 2000.

The effective tax rate for the first six months of the year was 35.5 percent in 2001 and 36.0 percent in 2000. The second quarter effective tax rate was 34.2 percent compared with 35.4 percent in the same period of 2000. The decrease in the effective tax rates is due primarily to the second quarter initiation of an international tax strategy to improve the tax efficiency of the company. The impact on net earnings in 2001 was minimal, since consulting fees associated with this tax strategy partially offset the tax benefit recognized in the second quarter. The company anticipates that the tax strategy will reduce taxes for the foreseeable future.

In the first six months of 2000, the company recognized after-tax earnings from discontinued operations of $.4 million associated with the operations of the storage tank business. This entity was sold in January of 2001. A more detailed discussion of the sale transaction can be found in the company's 2000 Annual Report or Form 10-K.

Outlook

The widespread weakness in the U. S. industrial economy makes it very difficult to forecast future performance with any degree of certainty. The company expects that this economic weakness, as well as the seasonal nature of several of its key motor markets, will result in lower sales in the second half of 2001. Furthermore, although the company anticipates second half sales in 2001 to exceed the second half of 2000, market conditions will cause this growth to be modest.

Primarily as a result of the continued market softness, the company expects earnings to range between $.20 and $.25 per share for the third quarter. For the entire year, it estimates that earnings will be in a range of $1.20 to $1.30.

Liquidity & Capital Resources
The company's working capital for continuing operations was $233.7 million at June 30, 2001, $20.7 million higher than at December 31, 2000. Accounts receivable balances were $29.1 million higher as a result of seasonally higher sales in the second quarter of 2001 compared with the fourth quarter of 2000. The largest component of the increase in other current assets was a $7.0 million increase in receivable due to payments of claims associated with the dip tube class action lawsuit (described in more detail in Part 1, Item 3 and Note 12 of the Notes to Consolidated Financial Statements in the company's Form 10-K Report for the year ended December 31, 2000, which are incorporated herein by reference). Higher accounts payable balances and lower inventory levels partially offset these increases. Cash provided by continuing operations during the first half of 2001 was $17.3 million compared with $30.2 million during the same time period one year ago due to lower earnings as explained above.

Capital expenditures during the first half of 2001 totaled $15.5 million compared with $20.7 million during the same period in 2000. The company expects capital spending in 2001 to be essentially the same as in 2000 and that such spending will be covered by operating cash flow.

In connection with the MagneTek acquisition in August 1999, additional purchase liabilities of $17.9 million were recorded, which included employee severance and relocation as well as certain facility exit costs. Costs incurred and charged against the liability to date totaled $4.7 million. The majority of the activities are expected to be completed by the end of 2001.

The company's long term debt decreased by $40.5 million, from $316.4 million at December 31, 2000 to $275.9 million at June 30, 2001. The proceeds received from the divestiture of the storage tank business in the first quarter 2001 were used to reduce debt. The company's leverage as measured by the ratio of total debt to total capitalization improved to 38 percent at June 30, 2001 from 42 percent at the end of last year. On June 8, 2001, the company issued $50 million in senior notes under loan facilities with various insurance companies. The notes range in maturity from 2013 to 2016 and carry an interest rate of 7.28 percent. The proceeds from the notes were used to repay floating rate debt.

At its July 10, 2001 meeting, the company's Board of Directors declared a regular quarterly dividend and will pay $.13 per share on its common stock (Class A Common and Common). The dividend is payable on August 15, 2001 to shareholders of record July 31, 2001.

ITEM 3. - QUANTITATIVE AND QUALITATIVE DISCLOSURE OF MARKET RISK

As is more fully described in the company's annual report on Form 10-K for the year ended December 31, 2000, the company is exposed to various types of market risks, primarily currency and certain commodities. The company monitors its risks in such areas on a continuous basis and generally enters into forward and futures contracts to minimize such exposures. These contracts generally last for periods of up to eighteen months. The company does not engage in speculation in its derivatives strategies. It is important to note that gains and losses from the company's forward and futures contract activities are offset by changes in the underlying costs of the transactions being hedged.

Forward Looking Statements
Certain statements in this report are "forward-looking statements." These forward-looking statements can generally be identified as such because the context of the statement will include words such as the company "believes," "anticipates," "estimates," "expects," "projects," or words of similar import.

Although the company believes that its expectations are based upon reasonable assumptions within the bounds of its knowledge of its business, there can be no assurance that the results expressed in forward-looking statements will be realized. Although a significant portion of the company's sales are derived from the replacement of previously installed product, and such sales are therefore less volatile, numerous factors may affect actual results and cause results to differ materially from those expressed in forward-looking statements made by, or on behalf of, the company. The company considers most important among such factors, general economic conditions, cost stability, foreign currency fluctuations, climatic conditions, competitive pressures, and the successful implementation of cost reduction programs including the integration of the MagneTek electric motors acquisition.

All subsequent written and oral forward-looking statements attributable to the company, or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

In the legal and environmental matters discussed in Part 1, Item 3 and Note 12 of the Notes to Consolidated Financial Statements in the company's Form 10-K Report for the year ended December 31, 2000, which are incorporated herein by reference, the company reported that the U.S. EPA and the former owner of a mining company settled their respective claims against each other in a lawsuit concerning the costs to remediate a former mine site in Colorado, that upon final approval of the settlement both parties would dismiss their claims against each other, and that the former owner indicated he intended to continue to pursue his contribution claim against the company. The company's motion for summary judgment in that action has been granted and the former owner's claims against the company have been dismissed. The company reported in its Form 10-Q for the first quarter of 2001, which is incorporated herein by reference, that the State of Colorado brought a legal action against the company and other PRPs to recover its remediation costs at the same site. The company has filed a motion for summary judgment in that action. The court has not ruled on that motion which contains grounds for dismissal that are similar to those asserted in the related action as well as additional grounds for dismissal. The company continues to believe it has very good defenses to the State's claims in this action. Except with respect to these matters, there have been no material changes in the legal or environmental matters that were previously reported.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On March 5, 2001, the company mailed a proxy statement to its stockholders relating to the annual meeting of stockholders on April 4, 2001. The annual meeting included the election of directors and the ratification of Ernst & Young LLP as the independent auditors of the company for 2001.

Directors are elected by a plurality of votes cast, by proxy or in person, with the holders voting as separate classes. A plurality of votes means that the nominees who receive the greatest number of votes cast are elected as directors. Consequently, any shares which are not voted, whether by abstention, broker nonvotes or otherwise, will have no effect on the election of directors.

For all other matters considered at the meeting, both classes of stock vote together as a single class, with the Class A Common Stock entitled to one vote per share and the Common Stock entitled to 1/10th vote per share. All such other matters are decided by a majority of the votes cast. On such other matters, an abstention will have the same effect as a "no" vote but, because shares held by brokers will not be considered to vote on matters as to which the brokers withhold authority, a broker nonvote will have no effect on the vote.

1. Election of Directors

Class A Common Stock Directors	Votes For	Votes Withheld
W. Michael Barnes	8,603,098	1,352
Glen R. Bomberger	8,603,098	1,352
Robert J. O'Toole	8,603,098	1,352
Dr. Agnar Pytte	8,603,098	1,352
Bruce M. Smith	8,603,098	1,352
Mark D. Smith	8,603,098	1,352

Common Stock Directors	Votes For	Votes Withheld
William F. Buehler	11,758,529	70,327
Kathleen J. Hempel	11,756,328	72,528

2. Ratification of Ernst & Young LLP as Independent Auditors

COMBINED CLASS VOTE:	Votes For	Votes Against	Broker Abstentions
Class A Common Stock and Common Stock (1/10th vote)	9,783,141	2,819	1,776

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

None.

SIGNATURES

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

A. O. SMITH CORPORATION

July 26, 2001

/s/John J. Kita

John J. Kita
Vice President,
Treasurer and Controller

July 26, 2001

/s/Kenneth W. Krueger

Kenneth W. Krueger
Senior Vice President
and Chief Financial Officer