

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Anderson Stephen</u> (Last) (First) (Middle) A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY (Street) ASHLAND TN 37015 (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) Director 10% Owner Officer (give title below) X Other (specify below) Designated Section 16 Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	07/29/2013		M		2,302	A	\$11.88	6,762	D	
Common Stock	07/29/2013		M		7,800	A	\$9.502	14,562	D	
Common Stock	07/29/2013		S		10,102	D	\$40.4485	4,460 ⁽¹⁾	D	

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
Employee Stock Options (Right to Buy)	\$11.88	07/29/2013		M		2,302 ⁽²⁾		02/11/2009	02/11/2018	Common Stock	2,302	\$0	30,900	D	
Employee Stock Options (Right to Buy)	\$9.502	07/29/2013		M		7,800 ⁽³⁾		02/09/2010	02/09/2019	Common Stock	7,800	\$0	23,100 ⁽⁴⁾	D	
Restricted Stock Units	\$0							(5)	(5)	Common Stock	0		6,400 ⁽⁵⁾	D	

Explanation of Responses:

- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 2,230 additional shares of Common Stock.
- The employee stock options were granted on 02/11/2008, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- The employee stock options were granted on 02/09/2009, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 16,601 additional Employee Stock Options.
- On May 15, 2013, the common stock of A. O. Smith Corporation split 2-for-1, resulting in the reporting person's ownership of 3,200 additional Restricted Stock Units.

Remarks:

James F. Stern, Attorney-in-Fact for Stephen Anderson 07/30/2013

** 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.