

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-3
 REGISTRATION STATEMENT
 Under
 THE SECURITIES ACT OF 1933

A. O. SMITH CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE 39-061970
 (State or other jurisdiction of (I.R.S. Employer
 incorporation or organization) Identification No.)

11270 WEST PARK PLACE
 MILWAUKEE, WI 53224-9508
 (414) 359-4000

(Address, including zip code, and telephone number, including area code,
 of registrant's principal executive offices)

W. DAVID ROMOSER, ESQ.
 VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY

A. O. SMITH CORPORATION

11270 WEST PARK PLACE
 MILWAUKEE, WI 53224-9508
 TELEPHONE: (414) 359-4000
 FACSIMILE: (414) 359-4143

(Name, address, including zip code, and telephone number,
 including area code, of agent for service)

with a copy to:

PATRICK G. QUICK, ESQ.
 FOLEY & LARDNER
 777 EAST WISCONSIN AVENUE
 MILWAUKEE, WISCONSIN 53202
 TELEPHONE: (414) 271-2400
 FACSIMILE: (414) 297-4900

TOD B. LINSTROTH, ESQ.
 GEOFFREY R. MORGAN, ESQ.
 GREGORY J. LYNCH, ESQ.
 MICHAEL BEST & FRIEDRICH LLP
 ONE SOUTH PINCKNEY STREET
 MADISON, WI 53701-1806
 TELEPHONE: (608) 257-3501
 FACSIMILE: (608) 283-2275

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
 practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered
 pursuant to dividend or interest reinvestment plans, please check the following
 box. []

If any of the securities being registered on this Form are to be offered on a
 delayed or continuous basis pursuant to Rule 415 under the Securities Act of
 1933, other than securities offered only in connection with dividend or interest
 reinvestment plans, please check the following box. []

If this Form is filed to register additional securities for an offering
 pursuant to Rule 462(b) under the Securities Act, please check the following box
 and list the Securities Act registration statement number of the earlier
 effective registration statement for the same offering. [X] 333-86074

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
 under the Securities Act, check the following box and list the Securities Act
 registration statement number of the earlier effective registration statement
 for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
 please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$1 par value.....	751,065 shares	\$28.25	\$21,217,586.25	\$1,953

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE
 SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE
 SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933. The contents of the Registration Statement on Form S-3 (Registration No. 333-86074), including Amendment No. 1 and the exhibits thereto, filed by A. O. Smith Corporation with the Securities and Exchange Commission, which was declared effective on May 7, 2002, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on May 8, 2002.

A. O. SMITH CORPORATION

By: /s/ Robert J. O'Toole

 Robert J. O'Toole
 Chairman of the Board, President and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ Robert J. O'Toole ----- Robert J. O'Toole	Chairman of the Board of Directors, President and Chief Executive Officer and Director (Principal Executive Officer)	May 8, 2002
/s/ Kenneth W. Krueger ----- Kenneth W. Krueger	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 8, 2002
/s/ John J. Kita ----- John J. Kita	Vice President, Treasurer and Controller (Principal Accounting Officer)	May 8, 2002
* ----- Glen R. Bomberger	Director	May 8, 2002
* ----- Ronald D. Brown	Director	May 8, 2002
* ----- William F. Buehler	Director	May 8, 2002
* ----- Kathleen J. Hempel	Director	May 8, 2002
* ----- Agnar Pytte	Director	May 8, 2002
* ----- Bruce M. Smith	Director	May 8, 2002
* ----- Mark D. Smith	Director	May 8, 2002

*By: /s/ Kenneth W. Krueger

 Kenneth W. Krueger
 Attorney-in-fact

EXHIBIT INDEX

EXHIBIT
NUMBER

DOCUMENT DESCRIPTION

- (5) Opinion of W. David Romoser, Vice President, General Counsel and Secretary of the Registrant (including consent of counsel).
- (23.1) Consent of Ernst & Young LLP.
- (23.2) Consent of Lattimore Black Morgan & Cain, PC.
- (23.3) Consent of W. David Romoser, Vice President, General Counsel and Secretary of the Registrant (filed as part of Exhibit (5)).
- (24) Powers of Attorney [Incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-3 (Reg. No. 333-86074)].

[A. O. Smith Letterhead]

May 8, 2002

A. O. Smith Corporation
11270 West Park Place
Milwaukee, WI 53244

Ladies and Gentlemen:

I have acted as counsel for A. O. Smith Corporation, a Delaware corporation (the "Company"), in conjunction with the preparation of a Registration Statement on Form S-3 (the "Registration Statement"), to be filed by the Company with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), relating to 653,100 shares of the Company's common stock, \$1 par value (the "Common Stock"), together with up to 97,965 additional shares of Common Stock being registered to cover the over-allotment option to be granted by the Company to the underwriters.

In this connection, I have examined: (i) the Registration Statement; (ii) the Company's Restated Certificate of Incorporation and Bylaws, as amended to date; (iii) resolutions of the Company's Board of Directors relating to the authorization of the sale and delivery of the Common Stock subject to the Registration Statement and (iv) such other proceedings, documents and records as I have deemed necessary to enable me to render this opinion.

Based upon the foregoing, I am of the opinion that:

1. The Company is a corporation validly existing under the laws of the State of Delaware.

2. The shares of Common Stock covered by the Registration Statement that are to be offered and sold by the Company, when delivered and paid for in the manner contemplated in the Registration Statement, will be validly issued, fully paid and nonassessable. Under the laws of Delaware, stockholders of the Company have no personal liability for the debts or obligations of the Company as a result of their status as stockholders of the Company except that under a decision of the Wisconsin Supreme Court that applies such statute to corporations such as the Company, which are licensed to do business in Wisconsin, the holders of Common Stock are personally liable for the unpaid wage claims of the Company's employees, not to exceed six months' service in any one case, as provided in Section 180.0622(2)(b) of the Wisconsin Statutes as such action may be interpreted by a court of law.

I hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not admit that I am an "expert" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

A. O. SMITH CORPORATION

/s/ W. David Romoser

W. David Romoser
Vice President, General Counsel and Secretary

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our Firm under the caption "Experts" and to the use of our report dated January 16, 2002 in the Registration Statement (Form S-3) and related Prospectus of A. O. Smith Corporation for the registration of 751,065 shares of its Common Stock.

We also consent to the incorporation by reference therein of our report dated January 16, 2002 with respect to the financial statement schedule of A. O. Smith Corporation for the years ended December 31, 2001, 2000 and 1999 included in the Annual Report (Form 10-K) for 2001 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Milwaukee, Wisconsin
May 7, 2002

CONSENT OF INDEPENDENT AUDITORS

As independent auditors, we hereby consent to the incorporation by reference in this registration statement on Form S-3 of our report dated February 2, 2001, November 27, 2001 and March 6, 2002, pertaining to the financial statements of State Industries, Inc. and its subsidiaries as of and for the year ended December 31, 2000 included in A. O. Smith Corporation's Current Report on Form 8-K, dated December 28, 2001, as amended on March 12, 2002, and to all references to our firm included in this registration statement.

/s/ Lattimore Black Morgan & Cain, PC

Lattimore Black Morgan & Cain, PC

Brentwood, Tennessee
May 8, 2002