

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL                                 |           |
|--|-----------|
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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

|   |         |          |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>O TOOLE ROBERT J</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>SMITH A O CORP [ AOS ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/20/2007</u>        |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| 2401 WEST CEDAR LANE  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |  |  |  |  |  |
| (Street)<br><u>RIVER HILLS WI 53217</u>                             |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)  |         |          |  |  |  |  |  |  |

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                    | 07/20/2007                           |  | M                              |   | 181,800   | A          | \$15.135  | 481,862   | D  |   |
| Common Stock                    | 07/20/2007                           |  | F                              |   | 103,188   | D          | \$49.9206 | 378,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 6,000   | D          | \$49      | 372,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,100   | D          | \$49.01   | 371,574   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,700   | D          | \$49.02   | 369,874   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 600   | D          | \$49.03   | 369,274   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 600   | D          | \$49.04   | 368,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 500   | D          | \$49.07   | 368,174   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 800   | D          | \$49.08   | 367,374   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 700   | D          | \$49.09   | 366,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,500   | D          | \$49.1    | 365,174   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 400   | D          | \$49.12   | 364,774   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 500   | D          | \$49.13   | 364,274   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,600   | D          | \$49.14   | 362,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 750   | D          | \$49.15   | 361,924   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 650   | D          | \$49.16   | 361,274   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 3,700   | D          | \$49.17   | 357,574   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 100   | D          | \$49.18   | 357,474   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,700   | D          | \$49.21   | 355,774   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 700   | D          | \$49.22   | 355,074   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 100   | D          | \$49.23   | 354,974   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 900   | D          | \$49.26   | 354,074   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 100   | D          | \$49.3    | 353,974   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 400   | D          | \$49.37   | 353,574   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 2,300   | D          | \$49.39   | 351,274   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 400   | D          | \$49.4    | 350,874   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 1,100   | D          | \$50      | 349,774   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 100   | D          | \$50.01   | 349,674   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 400   | D          | \$50.05   | 349,274   | D  |   |
| Common Stock                    | 07/20/2007                           |  | S                              |   | 400   | D          | \$50.06   | 348,874   | 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 |   |  |  |   |  |
| Employee Stock Options (Right to Buy) <sup>(1)</sup> | \$15.135   | 07/20/2007                           |  | M                              |   |  | 181,800 | 10/08/2002   | 10/09/2011      | Common Stock  | \$0  | 252,300  | D   |  |

Explanation of Responses:

1. Granted on 10/09/2001 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Ruble 16b-3.

Remarks:

James F. Stern, Attorney-in-Fact for Robert J. O'Toole 07/24/2007  
\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned revokes the Power of Attorney appointing W. David Romoser and in its place, hereby constitutes and appoints each of

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 5% shareholder of A. O. Smith Corporation (1
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an affiliate and/or holder of restricted stock of the Company, any and all forms,
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely fil
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best in

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings;

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of July, 2007.

/s/Robert J. O'Toole

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