

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KITA JOHN J</u> (Last) (First) (Middle) <u>A. O. SMITH CORPORATION</u> <u>11270 WEST PARK PLACE</u> (Street) <u>MILWAUKEE WI 53224</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	05/01/2012		M		5,700	A	\$19.467	25,944	D	
Common Stock	05/01/2012		M		7,650	A	\$25.837	33,594	D	
Common Stock	05/01/2012		S		50	D	\$48.32	33,544	D	
Common Stock	05/01/2012		S		200	D	\$48.3201	33,344	D	
Common Stock	05/01/2012		S		1,100	D	\$48.33	32,244	D	
Common Stock	05/01/2012		S		100	D	\$48.3301	32,144	D	
Common Stock	05/01/2012		S		400	D	\$48.341	31,744	D	
Common Stock	05/01/2012		S		400	D	\$48.345	31,344	D	
Common Stock	05/01/2012		S		800	D	\$48.35	30,544	D	
Common Stock	05/01/2012		S		300	D	\$48.351	30,244	D	
Common Stock	05/01/2012		S		1,000	D	\$48.355	29,244	D	
Common Stock	05/01/2012		S		300	D	\$48.36	28,944	D	
Common Stock	05/01/2012		S		100	D	\$48.37	28,844	D	
Common Stock	05/01/2012		S		1,900	D	\$48.38	26,944	D	
Common Stock	05/01/2012		S		112	D	\$48.39	26,832	D	
Common Stock	05/01/2012		S		400	D	\$48.4	26,432	D	
Common Stock	05/01/2012		S		500	D	\$48.41	25,932	D	
Common Stock	05/01/2012		S		200	D	\$48.415	25,732	D	
Common Stock	05/01/2012		S		100	D	\$48.42	25,632	D	
Common Stock	05/01/2012		S		100	D	\$48.43	25,532	D	
Common Stock	05/01/2012		S		200	D	\$48.48	25,332	D	
Common Stock	05/01/2012		S		100	D	\$48.5	25,232	D	
Common Stock	05/01/2012		S		300	D	\$48.53	24,932	D	
Common Stock	05/01/2012		S		700	D	\$48.58	24,232	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)
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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)	Code	V	4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Date Exercisable	6. Expiration Date	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)
						(A)	(D)							
Employee Stock Options (Right to Buy)	\$19.467	05/01/2012		M			5,700 ⁽¹⁾	10/11/2006	10/11/2015	Common Stock	\$0	63,600	D	
Employee Stock Options (Right to Buy)	\$25.837	05/01/2012		M			7,650 ⁽²⁾	02/09/2008	02/09/2017	Common Stock	\$0	55,950	D	

Explanation of Responses:

- The employee stock option were granted on 10/11/2005, under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under rule 16b-3.
- The employee stock options were granted on 02/09/2007, under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

Remarks:

James E. Stern, Attorney-in-Fact for Steve W. Rettler 05/02/2012

** 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.