

O TOOLE ROBERT J  
 Form 4  
 September 09, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**O TOOLE ROBERT J**

2. Issuer Name and Ticker or Trading Symbol  
**SMITH A O CORP [AOS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2401 WEST CEDAR LANE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/08/2010**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**RIVER HILLS, WI 53217**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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	09/08/2010		S		1	D	\$ 54.65
Common Stock	09/08/2010		S		600	D	\$ 54.66
Common Stock	09/08/2010		S		200	D	\$ 54.75
Common Stock	09/08/2010		S		100	D	\$ 54.755
Common Stock	09/08/2010		S		100	D	\$ 54.7675
Common Stock	09/08/2010		S		300	D	\$ 54.77

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Common Stock							
Common Stock	09/08/2010	S	400	D	\$ 54.78	262,871	D
Common Stock	09/08/2010	S	101	D	\$ 54.79	262,770	D
Common Stock	09/08/2010	S	300	D	\$ 54.8525	262,470	D
Common Stock	09/08/2010	S	800	D	\$ 54.855	261,670	D
Common Stock	09/08/2010	S	598	D	\$ 54.86	261,072	D
Common Stock	09/08/2010	S	300	D	\$ 54.87	260,772	D
Common Stock	09/08/2010	S	5,300	D	\$ 54.88	255,472	D
Common Stock	09/08/2010	S	15,140	D	\$ 54.9	240,332	D
Common Stock	09/08/2010	S	100	D	\$ 54.91	240,232	D
Common Stock	09/08/2010	S	202	D	\$ 54.92	240,030	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O TOOLE ROBERT J 2401 WEST CEDAR LANE RIVER HILLS, WI 53217		X		

## Signatures

James F. Stern, Attorney-in-Fact for Robert J.  
O'Toole

09/09/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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.

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