

SMITH A O CORP
Form 4
April 25, 2007

FORM 4

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

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).

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 *
ROMOSER W DAVID

(Last) (First) (Middle)

A. O. SMITH CORPORATION, 11270 WEST PARK PLACE

(Street)

MILWAUKEE, WI 53224

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP, Gen. Counsel & Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | |
| Common Stock | 04/24/2007 | | M ⁽¹⁾ | | 2,625 A \$ 29.0313 | 50,662 | D |
| Common Stock | 04/24/2007 | | M ⁽¹⁾ | | 175 A \$ 15.135 | 50,837 | D |
| Common Stock | 04/24/2007 | | M ⁽¹⁾ | | 4,675 A \$ 26.88 | 55,512 | D |
| Common Stock | 04/24/2007 | | M ⁽¹⁾ | | 4,475 A \$ 28.7 | 59,987 | D |
| Common Stock | 04/24/2007 | | S ⁽²⁾ | | 9,050 D \$ 38 | 50,937 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------|--------|---|
| Common Stock | 04/24/2007 | <u>S(2)</u> | 1,700 | D | \$ 38.01 | 49,237 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 200 | D | \$ 38.016 | 49,037 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 200 | D | \$ 38.02 | 48,837 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 600 | D | \$ 38.03 | 48,237 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 2,300 | D | \$ 38.04 | 45,937 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 1,400 | D | \$ 38.05 | 44,537 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 1,383 | D | \$ 38.06 | 43,154 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 200 | D | \$ 38.068 | 42,954 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 1,617 | D | \$ 38.07 | 41,337 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 1,700 | D | \$ 38.08 | 39,637 | D |
| Common Stock | 04/24/2007 | <u>S(2)</u> | 100 | D | \$ 38.09 | 39,537 | D |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 29.0313 | 04/24/2007 | | <u>M(1)</u> | 2,625 | 10/12/2000 | 10/13/2009 | | 2,625 |

| | | | | | | | | | |
|--|-----------|------------|-------------------------|-------|------------|------------|--|-----------------|-------|
| Employee Stock Options (Right to Buy) ⁽³⁾ | | | | | | | | Common Stock | |
| Employee Stock Options (Right to Buy) ⁽⁴⁾ | \$ 15.135 | 04/24/2007 | <u>M</u> ⁽¹⁾ | 175 | 10/08/2002 | 10/09/2011 | | Common Stock | 175 |
| Employee Stock Options (Right to Buy) ⁽⁵⁾ | \$ 26.88 | 04/24/2007 | <u>M</u> ⁽¹⁾ | 4,675 | 10/10/2003 | 10/11/2012 | | Common Stock | 4,675 |
| Employee Stock Options (Right to Buy) ⁽⁶⁾ | \$ 28.7 | 04/24/2007 | <u>M</u> ⁽¹⁾ | 4,475 | 10/06/2004 | 10/07/2013 | | Common Stock | 4,475 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROMOSER W DAVID A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | | | Senior VP, Gen. Counsel & Sec | |

Signatures

W. David
Romoser

04/25/2007

**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).
- (1) The exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
 - (3) Granted on October 13, 1999, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
 - (4) Granted on October 9, 2001, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
 - (5) Granted on October 11, 2002, under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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(6) Granted on October 7, 2003, under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

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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