

SMITH A O CORP  
Form 3  
August 21, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Smith Family Trusts  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
08/14/2008

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

C/O SMITH INVESTMENT COMPANY, 11270 WEST PARK PLACE

(Street)

MILWAUKEE, WI 53224

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

4,734

D (1) A

Common Stock

2,649

I See footnote (2)

Common Stock

108,222

I See footnote (3)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class A Common Stock	Â (4)	Â (5)	Common Stock	559,985 \$ 0 (6)	I	See footnote (7)
Phantom Stock	Â (8)	Â (8)	Common Stock	7,160 \$ 33.12	D (9)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Family Trusts C/O SMITH INVESTMENT COMPANY 11270 WEST PARK PLACE MILWAUKEE, WI 53224	Â	Â X	Â	See Remarks

## Signatures

/s/ Bruce M. Smith, as representative for Smith Family Trusts 08/21/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents direct ownership of the Issuer's Common Stock by certain individuals or trusts that form part of the Reporting Person.
- (2) Represents the indirect ownership of the Issuer's Common Stock by one individual who is part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").
- (3) Represents the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (4) Convertible at any time.
- (5) None.
- (6) 1 for 1.
- (7) Represents the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (8) The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who is part of the Reporting Person made a deferral pursuant to the Plan.
- (9) Represents direct ownership of the Issuer's phantom stock by one individual who is part of the Reporting Person.

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### Remarks:

The Smith Family Trusts (the "Reporting Person") consist of certain shareholders of Smith Investment

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.