

Ackerman Patricia K
 Form 3
 October 14, 2011

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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Ackerman Patricia K</p> <p>(Last) (First) (Middle)</p> <p>A. O. SMITH CORPORATION,Â 11270 WEST PARK PLACE</p> <p>(Street)</p> <p>MILWAUKEE,Â WIÂ 53224</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH A O CORP [AOS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Vice President and Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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 | 424 | D | Â |
| Common Stock | 1,098.778 ⁽¹⁾ | I | By 401 (k) Plan Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Employee Stock Options (Right to Buy) | Â (2) | Â (2) | Common Stock | 7,550 | \$ 0 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Commn Stock | 2,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ackerman Patricia K A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224 | Â | Â | Â Vice President and Treasurer | Â |

Signatures

James F. Stern, Attorney-in-Fact for Patricia K. Ackerman
 10/14/2011
 **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) The number of underlying securities is based on the stock fund balance of October 10, 2011. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 97.82% company stock and 2.18% money market fund. The stock account balance reflected in this report is based on an October 10, 2011, stock fund price of \$32.770 per share.
- (2) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,200 employee stock options were granted on 02/11/2008 and became exercisable in three annual installments of 1/3 of the award starting on 02/11/2009; 3,300 employee stock options were granted on 02/09/2009 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2010; 1,650 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award starting on 02/08/2011; 1,400 employee stock options were granted on 02/07/2011 and become exercisable in three annual installments of 1/3 of the award starting on 02/07/2012. All employee stock options expire ten years after the date of the award.
- (3) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 900 restricted stock units were granted on 02/09/2009; 600 restricted stock units were granted on 02/08/2010; and 500 restricted stock units were granted on 02/07/2011. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date. The Plan permits the participant to defer receipt of the awards, and Patricia Ackerman has made a deferral.

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.