

O TOOLE ROBERT J  
 Form 4  
 September 03, 2010

**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 \*  
**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)  
**09/03/2010**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/03/2010		S		2,000	D	\$ 53 281,221
Common Stock	09/03/2010		S		576	D	\$ 53.01 280,645
Common Stock	09/03/2010		S		624	D	\$ 53.02 280,021
Common Stock	09/03/2010		S		100	D	\$ 53.03 279,921
Common Stock	09/03/2010		S		1,000	D	\$ 53.04 278,921
	09/03/2010		S		154	D	\$ 53.05 278,767

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Common Stock							
Common Stock	09/03/2010	S	100	D	\$ 53.06	278,667	D
Common Stock	09/03/2010	S	100	D	\$ 53.07	278,567	D
Common Stock	09/03/2010	S	400	D	\$ 53.08	278,167	D
Common Stock	09/03/2010	S	646	D	\$ 53.09	277,521	D
Common Stock	09/03/2010	S	1,100	D	\$ 53.1	276,421	D
Common Stock	09/03/2010	S	1,191	D	\$ 53.11	275,230	D
Common Stock	09/03/2010	S	600	D	\$ 53.12	274,630	D
Common Stock	09/03/2010	S	200	D	\$ 53.13	274,430	D
Common Stock	09/03/2010	S	400	D	\$ 53.14	274,030	D
Common Stock	09/03/2010	S	400	D	\$ 53.15	273,630	D
Common Stock	09/03/2010	S	300	D	\$ 53.17	273,330	D
Common Stock	09/03/2010	S	1,500	D	\$ 53.175	271,830	D
Common Stock	09/03/2010	S	500	D	\$ 53.18	271,330	D
Common Stock	09/03/2010	S	500	D	\$ 53.19	270,830	D
Common Stock	09/03/2010	S	400	D	\$ 53.2	270,430	D
Common Stock	09/03/2010	S	300	D	\$ 53.21	270,130	D
Common Stock	09/03/2010	S	100	D	\$ 53.22	270,030	D
Common Stock	09/03/2010	S	900	D	\$ 53.23	269,130	D
Common Stock	09/03/2010	S	200	D	\$ 53.24	268,930	D
	09/03/2010	S	9	D	\$ 53.27	268,921	D

Common Stock								
Common Stock	09/03/2010		S	100	D	\$ 53.28	268,821	D
Common Stock	09/03/2010		S	100	D	\$ 53.3	268,721	D
Common Stock	09/03/2010		S	200	D	\$ 53.31	268,521	D
Common Stock	09/03/2010		S	300	D	\$ 53.32	268,221	D

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

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**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 Owned Beneficially (Instr. 5)
				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

Kenneth J. Maciolek, Attorney-in-Fact for Robert J. O'Toole  
09/03/2010

\_\_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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