

O TOOLE ROBERT J

Form 4

September 09, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

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

(Last) (First) (Middle)

2401 WEST CEDAR LANE

(Street)

RIVER HILLS, WI 53217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SMITH A O CORP [AOS]

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

09/08/2010

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)

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	(A) or (D)	Price		
Common Stock	09/08/2010		S		1	D	\$ 54.65	264,571	D
Common Stock	09/08/2010		S		600	D	\$ 54.66	263,971	D
Common Stock	09/08/2010		S		200	D	\$ 54.75	263,771	D
Common Stock	09/08/2010		S		100	D	\$ 54.755	263,671	D
Common Stock	09/08/2010		S		100	D	\$ 54.7675	263,571	D
	09/08/2010		S		300	D	\$ 54.77	263,271	D

Edgar Filing: O TOOLE ROBERT J - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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.

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.