

MURPHY TERRY M
Form 4
February 11, 2011

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 *
MURPHY TERRY M

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)

A. O. SMITH
CORPORATION, 11270 WEST
PARK PLACE

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2011

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)

MILWAUKEE, WI 53224

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/10/2011		M			27,000	A	\$ 24.02	58,217	D	
Common Stock	02/10/2011		S			100	D	\$ 41.61	58,117	D	
Common Stock	02/10/2011		S			100	D	\$ 41.63	58,017	D	
Common Stock	02/10/2011		S			100	D	\$ 41.64	57,917	D	
Common Stock	02/10/2011		S			400	D	\$ 41.65	57,517	D	

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Common Stock	02/10/2011	S	600	D	\$ 41.66	56,917	D
Common Stock	02/10/2011	S	400	D	\$ 41.67	56,517	D
Common Stock	02/10/2011	S	700	D	\$ 41.68	55,817	D
Common Stock	02/10/2011	S	300	D	\$ 41.69	55,517	D
Common Stock	02/10/2011	S	700	D	\$ 41.7	54,817	D
Common Stock	02/10/2011	S	500	D	\$ 41.71	54,317	D
Common Stock	02/10/2011	S	200	D	\$ 41.72	54,117	D
Common Stock	02/10/2011	S	500	D	\$ 41.74	53,617	D
Common Stock	02/10/2011	S	300	D	\$ 41.75	53,317	D
Common Stock	02/10/2011	S	200	D	\$ 41.76	53,117	D
Common Stock	02/10/2011	S	1,000	D	\$ 41.77	52,117	D
Common Stock	02/10/2011	S	300	D	\$ 41.78	51,817	D
Common Stock	02/10/2011	S	100	D	\$ 41.79	51,717	D
Common Stock	02/10/2011	S	500	D	\$ 41.8	51,217	D
Common Stock	02/10/2011	S	853	D	\$ 41.81	50,364	D
Common Stock	02/10/2011	S	600	D	\$ 41.83	49,764	D
Common Stock	02/10/2011	S	100	D	\$ 41.84	49,664	D
Common Stock	02/10/2011	S	300	D	\$ 41.85	49,364	D
Common Stock	02/10/2011	S	400	D	\$ 41.86	48,964	D
Common Stock	02/10/2011	S	200	D	\$ 41.88	48,764	D
	02/10/2011	S	100	D		48,664	D

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Common Stock					\$	41.89	
Common Stock	02/10/2011	S	500	D	\$ 41.9	48,164	D
Common Stock	02/10/2011	S	500	D	\$ 41.91	47,664	D
Common Stock	02/10/2011	S	500	D	\$ 41.92	47,164	D
Common Stock	02/10/2011	S	100	D	\$ 41.93	47,064	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 24.02	02/10/2011		M	27,000	<u>(1)</u> 01/03/2016	Common Stock 27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY TERRY M A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Executive Vice President & CFO	

Signatures

James F. Stern, Attorney-in-Fact for Terry M.
Murphy

02/11/2011

__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).

The employee stock options were granted on 01/03/2006 under the A. O. Smith Combined Executive Incentive Compensation Plan, a (1) transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 01/03/2007.

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.