

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 *

Â Smith Family Trusts

(Last) (First) (Middle)

C/O SMITH INVESTMENT
COMPANY,Â 11270 WEST
PARK PLACE

(Street)

MILWAUKEE,Â WIÂ 53224

(City) (State) (Zip)

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 ___X___ 10% Owner

___ Officer ___X___ Other

(give title below) (specify below)

See Remarks

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

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⁾

Â

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)

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information contained in this form are not
required to respond unless the form displays a
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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 <u>(4)</u> | Â <u>(5)</u> | Common Stock | 559,985 | \$ 0 <u>(6)</u> | I | See footnote <u>(7)</u> |
| Phantom Stock | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 7,160 | \$ 33.12 | D <u>(9)</u> | 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.

Â

Remarks:

TheÂ SmithÂ FamilyÂ TrustsÂ (theÂ "ReportingÂ Person")Â consistÂ ofÂ certainÂ shareholdersÂ ofÂ SmithÂ 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.

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