

SMITH A O CORP  
Form 4  
February 27, 2006

**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  
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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)

**02/23/2006**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/23/2006                              |                                                             | M                                    | 59,850 A                                                                | \$ 27.25 399,898                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/23/2006                              |                                                             | M                                    | 59,500 A                                                                | \$ 29.031 459,398                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/23/2006                              |                                                             | F                                    | 89,071 D                                                                | \$ 46.815 370,327                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/24/2006                              |                                                             | S                                    | 13,579 D                                                                | \$ 47 356,748                                                                                                      | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/27/2006                              |                                                             | S                                    | 16,700 D                                                                | \$ 47 340,048                                                                                                      | D                                                                       |                                                                   |

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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<br>Derivative<br>Security<br>(Instr. 3)              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                                  |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 27.25                                                              | 02/23/2006                              |                                                             | M                                       |                                                                                                              | 59,850                                                         |     | 10/05/1998                                                          | 10/06/2007         | Common<br>Stock | 59,850                              |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy) <sup>(2)</sup> | \$ 29.031                                                             | 02/23/2006                              |                                                             | M                                       |                                                                                                              | 59,500                                                         |     | 10/12/2000                                                          | 10/13/2009         | Common<br>Stock | 59,500                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| O TOOLE ROBERT J<br>2401 WEST CEDAR LANE<br>RIVER HILLS, WI 53217 | X                                |

## Signatures

W. David Romoser, Attorney-in-Fact for Robert J.  
O'Toole

02/27/2006

                    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).

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- (1) Granted on 10/06/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/13/1999 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

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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