

SMITH A O CORP

Form 4

July 23, 2007

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KITA JOHN J**

(Last) (First) (Middle)

**A. O. SMITH  
CORPORATION, 11270 WEST  
PARK PLACE**

(Street)

**MILWAUKEE, WI 53224**

(City) (State) (Zip)

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

**SMITH A O CORP [AOS]**

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

**07/20/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Senior V.P., Corp. Fin. &amp; Cont

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 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	07/20/2007		M		6,300	A	\$ 29.031	18,097	D
Common Stock	07/20/2007		M		9,650	A	\$ 15.135	27,747	D
Common Stock	07/20/2007		S		3,450	D	\$ 50.1354	24,297	D
Common Stock	07/20/2007		S		2,500	D	\$ 50.2037	21,797	D
Common Stock	07/20/2007		S		100	D	\$ 50.34	21,697	D

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Common Stock	07/20/2007	S	100	D	\$ 50.35	21,597	D
Common Stock	07/20/2007	S	100	D	\$ 50.37	21,497	D
Common Stock	07/20/2007	S	200	D	\$ 50.39	21,297	D
Common Stock	07/20/2007	S	200	D	\$ 50.42	21,097	D
Common Stock	07/20/2007	S	200	D	\$ 50.43	20,897	D
Common Stock	07/20/2007	S	100	D	\$ 50.45	20,797	D
Common Stock	07/20/2007	S	100	D	\$ 50.46	20,697	D
Common Stock	07/20/2007	S	400	D	\$ 50.47	20,297	D
Common Stock	07/20/2007	S	100	D	\$ 50.49	20,197	D
Common Stock	07/20/2007	S	1,500	D	\$ 50.5	18,697	D
Common Stock	07/20/2007	S	900	D	\$ 50.51	17,797	D
Common Stock	07/20/2007	S	100	D	\$ 50.52	17,697	D
Common Stock	07/20/2007	S	100	D	\$ 50.56	17,597	D
Common Stock	07/20/2007	S	100	D	\$ 50.57	17,497	D
Common Stock	07/20/2007	S	100	D	\$ 50.62	17,397	D
Common Stock	07/20/2007	S	5,000	D	\$ 50.66	12,397	D
Common Stock	07/20/2007	S	100	D	\$ 50.68	12,297	D
Common Stock	07/20/2007	S	100	D	\$ 50.72	12,197	D
Common Stock	07/20/2007	S	100	D	\$ 50.73	12,097	D
Common Stock	07/20/2007	S	300	D	\$ 50.78	11,797	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy) <sup>(1)</sup>	\$ 29.031	07/20/2007		M	6,300	10/12/2000 10/13/2009	Common Stock 6,300
Employee Stock Options (Right to Buy) <sup>(2)</sup>	\$ 15.135	07/20/2007		M	9,650	10/08/2002 10/09/2011	Common Stock 9,650

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITA JOHN J A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Senior V.P., Corp. Fin. & Cont	

## Signatures

James F. Stern, Attorney-in-Fact for John J. Kita  
07/23/2007

                    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).
- (1) Granted on 10/13/1999 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/09/2001 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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