

Heideman Robert J  
 Form 3  
 December 17, 2010

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Heideman Robert J</p> <p>(Last) (First) (Middle)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SMITH A O CORP [AOS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Senior Vice President Corp Tec</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
<p>A. O. SMITH CORPORATE TECHNOLOGY CENTER,Â 12100 WEST PARK PLACE</p> <p>(Street)</p>				
<p>MILWAUKEE,Â WIÂ 53224</p> <p>(City) (State) (Zip)</p>				

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Heideman Robert J - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (1)	Â (1)	Common Stock	6,150	\$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	1,950	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heideman Robert J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE, WI 53224	Â	Â	Â Senior Vice President Corp Tec	Â

## Signatures

James F. Stern, Attorney-in-Fact for Robert J. Heideman 12/17/2010

\_\_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).
- 1,200 employee stock options were granted on 02/11/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/11/2009. The options expire on 02/11/2018. 3,300 employee stock options were granted on 02/09/2009 under the A. O. Smith Combined Incentive
- (1) Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/09/2010. The options expire on 02/09/2019. 1,650 employee stock options were granted on 02/08/2010 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/08/2011. The options expire on 02/08/2020.
- 450 restricted stock units were granted on 02/11/2008 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/11/2011. 900 restricted stock units were granted on 02/09/2009 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule
- (2) 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/09/2012. 600 restricted stock units were granted on 02/08/2010 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16B-3. The restricted stock units become payable in Common Stock on the vesting date of 02/08/2013.

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.