

JONES PAUL W  
Form 4  
February 03, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
JONES PAUL W

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/02/2012

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

Chairman and CEO

A. O. SMITH  
CORPORATION, 11270 WEST  
PARK PLACE

(Street)

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

MILWAUKEE, WI 53224

(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                    | 02/02/2012                           |  | M                              |   | 22,369  | A  | \$ 23.76  |
| Common Stock                    | 02/02/2012                           |  | S                              |   | 600   | D  | \$ 43.38  |
| Common Stock                    | 02/02/2012                           |  | S                              |   | 300   | D  | \$ 43.39  |
| Common Stock                    | 02/02/2012                           |  | S                              |   | 1,203   | D  | \$ 43.4   |
| Common Stock                    | 02/02/2012                           |  | S                              |   | 500   | D  | \$ 43.41  |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 02/02/2012 | S | 500   | D | \$ 43.42 | 148,541 | D |
| Common Stock | 02/02/2012 | S | 700   | D | \$ 43.46 | 147,841 | D |
| Common Stock | 02/02/2012 | S | 1,000 | D | \$ 43.47 | 146,841 | D |
| Common Stock | 02/02/2012 | S | 1,200 | D | \$ 43.48 | 145,641 | D |
| Common Stock | 02/02/2012 | S | 2,453 | D | \$ 43.49 | 143,188 | D |
| Common Stock | 02/02/2012 | S | 3,040 | D | \$ 43.5  | 140,148 | D |
| Common Stock | 02/02/2012 | S | 2,900 | D | \$ 43.51 | 137,248 | D |
| Common Stock | 02/02/2012 | S | 1,900 | D | \$ 43.52 | 135,348 | D |
| Common Stock | 02/02/2012 | S | 800   | D | \$ 43.53 | 134,548 | D |
| Common Stock | 02/02/2012 | S | 100   | D | \$ 43.54 | 134,448 | D |
| Common Stock | 02/02/2012 | S | 400   | D | \$ 43.55 | 134,048 | D |
| Common Stock | 02/02/2012 | S | 200   | D | \$ 43.56 | 133,848 | D |
| Common Stock | 02/02/2012 | S | 1,600 | D | \$ 43.57 | 132,248 | D |
| Common Stock | 02/02/2012 | S | 900   | D | \$ 43.58 | 131,348 | D |
| Common Stock | 02/02/2012 | S | 800   | D | \$ 43.59 | 130,548 | D |
| Common Stock | 02/02/2012 | S | 600   | D | \$ 43.61 | 129,948 | D |
| Common Stock | 02/02/2012 | S | 100   | D | \$ 43.64 | 129,848 | D |
| Common Stock | 02/02/2012 | S | 573   | D | \$ 43.65 | 129,275 | 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)      | \$ 23.76   | 02/02/2012                           |  | M                              | 22,369<br><u>(1)</u>  | 02/11/2009   | 02/11/2018  | Common Stock | 22,369                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| JONES PAUL W<br>A. O. SMITH CORPORATION<br>11270 WEST PARK PLACE<br>MILWAUKEE, WI 53224 | X             |           | Chairman and CEO |       |

## Signatures

James F. Stern, Attorney-in-Fact for Paul W. Jones

02/03/2012

\_\_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) The 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.

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