

MAPES CHRISTOPHER L
Form 4
February 10, 2011

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 *
MAPES CHRISTOPHER L

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)

A. O. SMITH ELECTRICAL PRODUCTS COMPANY, 531 NORTH 4TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(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

TIPP CITY, OH 45371-1899

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2011		M		46,350	A	\$ 15.987
Common Stock	02/09/2011		S		400	D	\$ 41.56
Common Stock	02/09/2011		S		2,200	D	\$ 41.57
Common Stock	02/09/2011		S		1,400	D	\$ 41.58
Common Stock	02/09/2011		S		1,900	D	\$ 41.59

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Common Stock	02/09/2011	S	2,322	D	\$ 41.6	72,068	D
Common Stock	02/09/2011	S	6,093	D	\$ 41.61	65,975	D
Common Stock	02/09/2011	S	3,100	D	\$ 41.62	62,875	D
Common Stock	02/09/2011	S	3,428	D	\$ 41.63	59,447	D
Common Stock	02/09/2011	S	1,900	D	\$ 41.64	57,547	D
Common Stock	02/09/2011	S	3,000	D	\$ 41.65	54,547	D
Common Stock	02/09/2011	S	1,700	D	\$ 41.66	52,847	D
Common Stock	02/09/2011	S	1,200	D	\$ 41.67	51,647	D
Common Stock	02/09/2011	S	100	D	\$ 41.68	51,547	D
Common Stock	02/09/2011	S	100	D	\$ 41.69	51,447	D
Common Stock	02/09/2011	S	2,300	D	\$ 41.7	49,147	D
Common Stock	02/09/2011	S	800	D	\$ 41.71	48,347	D
Common Stock	02/09/2011	S	100	D	\$ 41.72	48,247	D
Common Stock	02/09/2011	S	100	D	\$ 41.74	48,147	D
Common Stock	02/09/2011	S	500	D	\$ 41.75	47,647	D
Common Stock	02/09/2011	S	100	D	\$ 41.76	47,547	D
Common Stock	02/09/2011	S	500	D	\$ 41.77	47,047	D
Common Stock	02/09/2011	S	567	D	\$ 41.78	46,480	D
Common Stock	02/09/2011	S	900	D	\$ 41.79	45,580	D
Common Stock	02/09/2011	S	6,200	D	\$ 41.8	39,380	D
	02/09/2011	S	100	D		39,280	D

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Common Stock					\$	41.805	
Common Stock	02/09/2011	S	2,100	D	\$ 41.81	37,180	D
Common Stock	02/09/2011	S	500	D	\$ 41.82	36,680	D
Common Stock	02/09/2011	S	533	D	\$ 41.83	36,147	D
Common Stock	02/09/2011	S	1,407	D	\$ 41.84	34,740	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)	\$ 15.987	02/09/2011		M	46,350	<u>(1)</u> 09/22/2014	Common Stock 46,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAPES CHRISTOPHER L A. O. SMITH ELECTRICAL PRODUCTS COMPANY 531 NORTH 4TH STREET TIPP CITY, OH 45371-1899			Executive Vice President	

Signatures

James F. Stern, Attorney-in-Fact for Christopher L.
Mapes

02/10/2011

__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).

The employee stock options were granted on 09/22/2004, under the A. O. Smith Combined Executive Incentive Compensation Plan, a
(1) transaction exempt under rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 09/22/2005.

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