SMITH A O CORP Form 4 April 15, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

_ Other (specify

0.5

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Smith Family Trusts**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol SMITH A O CORP [AOS]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

Director X__ 10% Owner

C/O SMITH INVESTMENT COMPANY, 11270 WEST PARK

(Middle)

below)

Officer (give title

PLACE

(Street)

4. If Amendment, Date Original

04/14/2009

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53224

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securiti	ies Aco	quired, Disposed o	of, or Beneficia	lly 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. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5 (A) or		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)
Common Stock					,		4,734	D (1)	
Common Stock							2,649	I	See Note
Common Stock							105,811	I	See Note

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

SEC 1474 (9-02)

Edgar Filing: SMITH A O CORP - Form 4

displays a currently valid OMB control

8. P Der Sec (Ins

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ansaction Derivative ode Securities nstr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 9 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Class A Common Stock	\$ 0 (4)						<u>(5)</u>	<u>(6)</u>	Common Stock	547,506					
Phantom Stock (10)	\$ 27.675	04/14/2009		A	3,253 (8)		<u>(9)</u>	<u>(9)</u>	Common Stock	3,253					

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Smith Family Trusts C/O SMITH INVESTMENT COMPANY 11270 WEST PARK PLACE MILWAUKEE, WI 53224		X				

Signatures

Bruce M. Smith as Representative for Smith Family
Trusts 04/15/2009

**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) Represents direct ownership of the Issuer's Common Stock by certain individuals or trusts that form part of the Reporting Person.
- Represents the indirect ownership of the Issuer's Common Stock by one individual who is part of the Reporting Person under the A. O. Smith Corporation Directors' Deferred Compensation Plan (the "Plan").
- Represents the Reporting Person's proportionate interest in shares of the Issuer's Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (4) Convertible on a 1 for 1 basis.
- (5) Convertible at any time.

Reporting Owners 2

Edgar Filing: SMITH A O CORP - Form 4

- (**6**) None.
- (7) Represents the Reporting Person's proportionate interest in shares of the Issuer's Class A Common Stock held by SICO, including certain shares held in trust. Beneficial ownership of the shares of the Issuer owned by SICO is disclaimed.
- (8) Payment of portion of retainer in phantom stock to one individual, who is a director of the Issuer and part of the Reporting Person, under the Plan.
- (9) The Plan allows for the payment of a retainer in phantom stock and it also permits the participant/recipient to defer receipt of the award. One individual who is part of the Reporting Person made a deferral pursuant to the Plan.
- (10) Represents direct ownership of the Issuer's phantom stock by one individual who is part of the Reporting Person.

Remarks:

Explanation of Responses:

The Smith Family Trusts (the "Reporting Person") consist of certain shareholders of Smith Investment Company, a Nevada concerning 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.