

O TOOLE ROBERT J
Form 4
February 14, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O TOOLE ROBERT J

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)
2401 WEST CEDAR LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2006

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

RIVER HILLS, WI 53217

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

(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	02/10/2006		M		91,700	A	\$ 18.313
Common Stock	02/13/2006		S		200	D	\$ 43.51
Common Stock	02/13/2006		S		200	D	\$ 43.52
Common Stock	02/13/2006		S		100	D	\$ 43.54
Common Stock	02/13/2006		S		200	D	\$ 43.57
Common Stock	02/13/2006		S		200	D	\$ 43.58

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Common Stock								
Common Stock	02/13/2006	S	300	D	\$ 43.59	430,548	D	
Common Stock	02/13/2006	S	1,000	D	\$ 43.6	429,548	D	
Common Stock	02/13/2006	S	300	D	\$ 43.61	429,248	D	
Common Stock	02/13/2006	S	300	D	\$ 43.62	428,948	D	
Common Stock	02/13/2006	S	1,000	D	\$ 43.63	427,948	D	
Common Stock	02/13/2006	S	600	D	\$ 43.64	427,348	D	
Common Stock	02/13/2006	S	2,900	D	\$ 43.65	424,448	D	
Common Stock	02/13/2006	S	500	D	\$ 43.66	423,948	D	
Common Stock	02/13/2006	S	200	D	\$ 43.67	423,748	D	
Common Stock	02/13/2006	S	100	D	\$ 43.68	423,648	D	
Common Stock	02/13/2006	S	237	D	\$ 43.69	423,411	D	
Common Stock	02/13/2006	S	3,200	D	\$ 43.7	420,211	D	
Common Stock	02/13/2006	S	5,000	D	\$ 43.71	415,211	D	
Common Stock	02/13/2006	S	700	D	\$ 43.72	414,511	D	
Common Stock	02/13/2006	S	700	D	\$ 43.73	413,811	D	
Common Stock	02/13/2006	F	57,963	D	\$ 43.49	355,848	D	
Common Stock						5,000	I	Foundation

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

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(9-02)

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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) ⁽¹⁾	\$ 18.313	02/10/2006		M	91,700	10/05/1999 10/06/2008	Common Stock 91,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O TOOLE ROBERT J 2401 WEST CEDAR LANE RIVER HILLS, WI 53217		X		

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Robert J. O'Toole 02/14/2006

**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 10/06/1998 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Ruble 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. 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.