

SMITH MARK D  
Form 5  
February 05, 2010

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SMITH MARK D

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

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

3725 WEST GRACE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MEQUON, WI 53092

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock						D	
Common Stock	04/22/2009		A4 <sup>(1)</sup>	5,558 A \$ <sup>(1)</sup> 5,558		I	In trust <sup>(2)</sup>
Common Stock	12/23/2009		G	584 D \$ 0 4,974		I	In trust <sup>(2)</sup>
Common Stock	05/28/2009		G	78 A \$ 0 78		I	Held by spouse

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

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(9-02)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Class A Common Stock	\$ 0 <sup>(3)</sup>	04/22/2009	^	A4 <sup>(1)</sup>	28,766	^	^ <sup>(4)</sup>	^ <sup>(5)</sup>	Common Stock	^

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MARK D 3725 WEST GRACE AVENUE MEQUON, WI 53092	^ X	^	^	^

**Signatures**

James F. Stern, Attorney-in-Fact for Mark D. Smith  
Date: 02/05/2010

\_\_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 the conversion of shares of Smith Investment Company ("SICO") common stock held by a revocable trust of which the reporting person is the settlor into shares of Common Stock and Class A Common Stock of A. O. Smith Corporation ("the "Issuer") pursuant to a merger of SICO with a subsidiary of the Issuer (the "Merger"). No consideration was paid or received except for the conversion of each SICO share into shares of the Issuer's Common Stock and Class A Common Stock. The conversion in the Merger was approved in advance by the Issuer's board of directors on behalf of the reporting person. Also, certain shares of the Issuer's Common Stock issued in the Merger are being held in escrow pursuant to the related merger agreement.
  - (2) The reporting person beneficially owns the shares as settlor of a revocable family trust.
  - (3) 1 for 1
  - (4) Convertible at any time
  - (5) None

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