

SMITH A O CORP  
Form 4  
April 25, 2007

**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 \*  
**ROMOSER W DAVID**

(Last) (First) (Middle)

**A. O. SMITH CORPORATION, 11270 WEST PARK PLACE**

(Street)

**MILWAUKEE, WI 53224**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SMITH A O CORP [AOS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/24/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior VP, Gen. Counsel & Sec**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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	04/24/2007		M <sup>(1)</sup>		2,625	A	\$ 29.0313	50,662	D	
Common Stock	04/24/2007		M <sup>(1)</sup>		175	A	\$ 15.135	50,837	D	
Common Stock	04/24/2007		M <sup>(1)</sup>		4,675	A	\$ 26.88	55,512	D	
Common Stock	04/24/2007		M <sup>(1)</sup>		4,475	A	\$ 28.7	59,987	D	
Common Stock	04/24/2007		S <sup>(2)</sup>		9,050	D	\$ 38	50,937	D	

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Common Stock	04/24/2007	S <sup>(2)</sup>	1,700	D	\$ 38.01	49,237	D
Common Stock	04/24/2007	S <sup>(2)</sup>	200	D	\$ 38.016	49,037	D
Common Stock	04/24/2007	S <sup>(2)</sup>	200	D	\$ 38.02	48,837	D
Common Stock	04/24/2007	S <sup>(2)</sup>	600	D	\$ 38.03	48,237	D
Common Stock	04/24/2007	S <sup>(2)</sup>	2,300	D	\$ 38.04	45,937	D
Common Stock	04/24/2007	S <sup>(2)</sup>	1,400	D	\$ 38.05	44,537	D
Common Stock	04/24/2007	S <sup>(2)</sup>	1,383	D	\$ 38.06	43,154	D
Common Stock	04/24/2007	S <sup>(2)</sup>	200	D	\$ 38.068	42,954	D
Common Stock	04/24/2007	S <sup>(2)</sup>	1,617	D	\$ 38.07	41,337	D
Common Stock	04/24/2007	S <sup>(2)</sup>	1,700	D	\$ 38.08	39,637	D
Common Stock	04/24/2007	S <sup>(2)</sup>	100	D	\$ 38.09	39,537	D

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) (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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 29.0313	04/24/2007		M <sup>(1)</sup>	2,625	10/12/2000	10/13/2009		2,625



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(6) Granted on October 7, 2003, under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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