

Rajendra Ajita G  
 Form 4  
 November 13, 2012

**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 \*  
 Rajendra Ajita G

(Last) (First) (Middle)

A. O. SMITH CORPORATION, 500  
 TENNESSEE WALTZ PARKWAY

(Street)

ASHLAND CITY, TN 37015

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/09/2012

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)  
 President & COO

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	11/09/2012		M		40,350 A \$ 18.387	86,514	D
Common Stock	11/09/2012		F		22,677 D \$ 18.387	63,837	D
Common Stock	11/09/2012		M		15,000 D \$ 19.467	78,837	D
Common Stock	11/09/2012		F		8,604 D \$ 19.467	70,233	D
Common Stock	11/09/2012		M		16,800 D \$ 25.837	87,033	D

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Common Stock      11/09/2012      F      10,787      D      \$ 25.837      76,246      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) <sup>(1)</sup>	\$ 18.387	11/09/2012		M	40,350	01/31/2006      02/01/2015	Common Stock      40,350
Employee Stock Options (Right to Buy)	\$ 19.467	11/09/2012		M	15,000	<sup>(2)</sup> 10/11/2015	Common Stock      15,000
Employee Stock Options (Right to Buy)	\$ 25.837	11/09/2012		M	16,800	<sup>(3)</sup> 02/09/2017	Common Stock      16,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rajendra Ajita G A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015			President & COO	

## Signatures

James F. Stern, Attorney-in-Fact for Ajita G.  
Rajendra

11/13/2012

\_\_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) The employee stock options were granted on 02/01/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.  
  
The employee stock options were granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 10/10/2006.
- (3) The employee stock options were granted on 02/09/2007 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 02/08/2008.

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.