

MASSA RONALD E  
Form 4  
May 22, 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 \*  
MASSA RONALD E

(Last) (First) (Middle)

A. O. SMITH CORPORATE  
TECHNOLOGY CENTER, 12100  
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)  
05/21/2007

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)  
Executive Vice President

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	05/21/2007		M			23,400	A	\$ 18.313	51,006	D	
Common Stock	05/21/2007		M			26,900	A	\$ 26.88	77,906	D	
Common Stock	05/21/2007		S			21,801	D	\$ 39	56,105	D	
Common Stock	05/21/2007		S			399	D	\$ 39.01	55,706	D	
Common Stock	05/21/2007		S			3,200	D	\$ 39.02	52,506	D	

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Common Stock	05/21/2007	S	1,500	D	\$ 39.03	51,006	D
Common Stock	05/21/2007	S	100	D	\$ 39.04	50,906	D
Common Stock	05/21/2007	S	900	D	\$ 39.05	50,006	D
Common Stock	05/21/2007	S	400	D	\$ 39.06	49,606	D
Common Stock	05/21/2007	S	200	D	\$ 39.07	49,406	D
Common Stock	05/21/2007	S	3,100	D	\$ 39.08	46,306	D
Common Stock	05/21/2007	S	3,800	D	\$ 39.09	42,506	D
Common Stock	05/21/2007	S	100	D	\$ 39.1	42,406	D
Common Stock	05/21/2007	S	900	D	\$ 39.11	41,506	D
Common Stock	05/21/2007	S	400	D	\$ 39.12	41,106	D
Common Stock	05/21/2007	S	1,800	D	\$ 39.13	39,306	D
Common Stock	05/21/2007	S	1,498	D	\$ 39.14	37,808	D
Common Stock	05/21/2007	S	602	D	\$ 39.15	37,206	D
Common Stock	05/21/2007	S	1,100	D	\$ 39.16	36,106	D
Common Stock	05/21/2007	S	100	D	\$ 39.17	36,006	D
Common Stock	05/21/2007	S	1,400	D	\$ 39.18	34,606	D
Common Stock	05/21/2007	S	600	D	\$ 39.19	34,006	D
Common Stock	05/21/2007	S	1,900	D	\$ 39.2	32,106	D
Common Stock	05/21/2007	S	700	D	\$ 39.21	31,406	D
Common Stock	05/21/2007	S	100	D	\$ 39.24	31,306	D
	05/21/2007	S	500	D	\$ 39.25	30,806	D

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Common Stock							
Common Stock	05/21/2007		S	500	D	\$ 39.26	30,306 D
Common Stock	05/21/2007		S	300	D	\$ 39.27	30,006 D
Common Stock	05/21/2007		S	100	D	\$ 39.3	29,906 D
Common Stock	05/21/2007		S	500	D	\$ 39.31	29,406 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>	\$ 18.313	05/21/2007		M	23,400	10/05/1999 10/06/2008	Common Stock 23,400
Employee Stock Options (Right to Buy) <sup>(2)</sup>	\$ 26.88	05/21/2007		M	26,900	10/10/2003 10/11/2012	Common Stock 26,900

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MASSA RONALD E  
A. O. SMITH CORPORATE TECHNOLOGY CENTER  
12100 WEST PARK PLACE  
MILWAUKEE, WI 53224

Executive  
Vice  
President

## Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Ronald E.  
Massa

05/22/2007

\_\_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) Options were granted on 10/06/1998 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (2) Options were granted on 10/11/2002 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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