

SMITH MARK D
Form 5
February 04, 2011

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3725 WEST GRACE AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting (check applicable line)

MEQUON, WI 53092

(City) (State) (Zip)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | Â | Â | Â | Â Â Â | 19,453 ⁽¹⁾ | D | Â |
| Common Stock | 01/29/2010 | Â | G | 582 A \$ 0 | 5,556 | I | In trust ⁽²⁾ |
| Common Stock | 07/07/2010 | Â | G | 578 A \$ 0 | 9,201 ⁽³⁾ | I | In trust ⁽²⁾ |
| Common Stock | 12/17/2010 | Â | G | 659 D \$ 0 | 8,542 | I | In trust ⁽²⁾ |
| | 06/28/2010 | Â | G | 579 A \$ 0 | 1,920 ⁽⁴⁾ | I | |

Common
Stock

Held by
spouse

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) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |
| Class A Common Stock | \$ 0 ⁽⁵⁾ | ^ | ^ | ^ | ^ ^ | ^ ⁽⁶⁾ | ^ ⁽⁷⁾ | Common Stock | 0 |
| Class A Common Stock | \$ 0 ⁽⁵⁾ | ^ | ^ | ^ | ^ ^ | ^ ⁽⁶⁾ | ^ ⁽⁷⁾ | Common Stock | 0 |

Reporting Owners

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

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for Mark D. Smith

02/04/2011

**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)

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On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's ownership of 6,484 additional shares of common stock.

- (2) The reporting person beneficially owns the shares as settlor of a revocable family trust.
- (3) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 3,067 additional shares of common stock.
- (4) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 640 additional shares of common stock.
- (5) 1 for 1
- (6) Convertible at any time.
- (7) None.
- (8) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 14,383 additional shares of Class A Common Stock.
- (9) On November 15, 2010, the common stock of A. O. Smith Corporation split 3-for-2, resulting in the reporting person's beneficial ownership of 306 additional shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.