

MAPES CHRISTOPHER L
Form 4
February 10, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MAPES CHRISTOPHER L

(Last) (First) (Middle)

A. O. SMITH ELECTRICAL PRODUCTS COMPANY, 531 NORTH 4TH STREET

(Street)

TIPP CITY, OH 45371-1899

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/09/2011 | | M | 46,350 | A \$ 15.987 | 80,290 | D |
| Common Stock | 02/09/2011 | | S | 400 | D \$ 41.56 | 79,890 | D |
| Common Stock | 02/09/2011 | | S | 2,200 | D \$ 41.57 | 77,690 | D |
| Common Stock | 02/09/2011 | | S | 1,400 | D \$ 41.58 | 76,290 | D |
| Common Stock | 02/09/2011 | | S | 1,900 | D \$ 41.59 | 74,390 | D |

Edgar Filing: MAPES CHRISTOPHER L - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/09/2011 | S | 2,322 | D | \$ 41.6 | 72,068 | D |
| Common Stock | 02/09/2011 | S | 6,093 | D | \$ 41.61 | 65,975 | D |
| Common Stock | 02/09/2011 | S | 3,100 | D | \$ 41.62 | 62,875 | D |
| Common Stock | 02/09/2011 | S | 3,428 | D | \$ 41.63 | 59,447 | D |
| Common Stock | 02/09/2011 | S | 1,900 | D | \$ 41.64 | 57,547 | D |
| Common Stock | 02/09/2011 | S | 3,000 | D | \$ 41.65 | 54,547 | D |
| Common Stock | 02/09/2011 | S | 1,700 | D | \$ 41.66 | 52,847 | D |
| Common Stock | 02/09/2011 | S | 1,200 | D | \$ 41.67 | 51,647 | D |
| Common Stock | 02/09/2011 | S | 100 | D | \$ 41.68 | 51,547 | D |
| Common Stock | 02/09/2011 | S | 100 | D | \$ 41.69 | 51,447 | D |
| Common Stock | 02/09/2011 | S | 2,300 | D | \$ 41.7 | 49,147 | D |
| Common Stock | 02/09/2011 | S | 800 | D | \$ 41.71 | 48,347 | D |
| Common Stock | 02/09/2011 | S | 100 | D | \$ 41.72 | 48,247 | D |
| Common Stock | 02/09/2011 | S | 100 | D | \$ 41.74 | 48,147 | D |
| Common Stock | 02/09/2011 | S | 500 | D | \$ 41.75 | 47,647 | D |
| Common Stock | 02/09/2011 | S | 100 | D | \$ 41.76 | 47,547 | D |
| Common Stock | 02/09/2011 | S | 500 | D | \$ 41.77 | 47,047 | D |
| Common Stock | 02/09/2011 | S | 567 | D | \$ 41.78 | 46,480 | D |
| Common Stock | 02/09/2011 | S | 900 | D | \$ 41.79 | 45,580 | D |
| Common Stock | 02/09/2011 | S | 6,200 | D | \$ 41.8 | 39,380 | D |
| | 02/09/2011 | S | 100 | D | | 39,280 | D |

Edgar Filing: MAPES CHRISTOPHER L - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | | | | | \$ | 41.805 | |
| Common Stock | 02/09/2011 | S | 2,100 | D | \$ 41.81 | 37,180 | D |
| Common Stock | 02/09/2011 | S | 500 | D | \$ 41.82 | 36,680 | D |
| Common Stock | 02/09/2011 | S | 533 | D | \$ 41.83 | 36,147 | D |
| Common Stock | 02/09/2011 | S | 1,407 | D | \$ 41.84 | 34,740 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 15.987 | 02/09/2011 | | M | 46,350 | <u>(1)</u> 09/22/2014 | Common Stock 46,350 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MAPES CHRISTOPHER L A. O. SMITH ELECTRICAL PRODUCTS COMPANY 531 NORTH 4TH STREET TIPP CITY, OH 45371-1899 | | | Executive Vice President | |

Signatures

James F. Stern, Attorney-in-Fact for Christopher L.
Mapes

02/10/2011

__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).

The employee stock options were granted on 09/22/2004, under the A. O. Smith Combined Executive Incentive Compensation Plan, a
(1) transaction exempt under rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 09/22/2005.

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.