

SMITH A O CORP
Form 4
November 16, 2006

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 *
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)
11/15/2006

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 Price			
Common Stock	11/15/2006		M ⁽¹⁾		A \$ 29.0313	67,662	D	
Common Stock	11/15/2006		M ⁽¹⁾		A \$ 13.563	76,387	D	
Common Stock	11/15/2006		M ⁽¹⁾		A \$ 15.135	84,437	D	
Common Stock	11/15/2006		M ⁽¹⁾		A \$ 26.88	89,112	D	
Common Stock	11/15/2006		M ⁽¹⁾		A \$ 28.7	93,587	D	

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Common Stock 11/15/2006 S(2) 37,050 D \$ 38 56,537 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 29.0313	11/15/2006		<u>M</u> (1)	2,625	10/12/2000 10/13/2009	Common Stock	2,625
Employee Stock Options (Right to Buy) ⁽⁴⁾	\$ 13.563	11/15/2006		<u>M</u> (1)	8,725	10/09/2001 10/10/2010	Common Stock	8,725
Employee Stock Options (Right to Buy) ⁽⁵⁾	\$ 15.135	11/15/2006		<u>M</u> (1)	8,050	10/08/2002 10/09/2011	Common Stock	8,050
Employee Stock Options (Right to Buy) ⁽⁶⁾	\$ 26.88	11/15/2006		<u>M</u> (1)	4,675	10/10/2003 10/11/2012	Common Stock	4,675
Employee Stock Options (Right to	\$ 28.7	11/15/2006		<u>M</u> (1)	4,475	10/06/2004 10/07/2013	Common Stock	4,475

Buy) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROMOSER W DAVID A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Senior VP, Gen. Counsel & Sec	

Signatures

Kenneth J. Maciolek, Attorney-in-Fact for W. David
Romoser

11/16/2006

 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 exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2006.
- (3) Granted on October 13, 1999, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (4) Granted on October 10, 2000, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (5) Granted on October 9, 2001, under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (6) Granted on October 11, 2002, under the A. O. Smith Combined Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (7) 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. 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.