

SMITH A O CORP

Form 4

November 16, 2006

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

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

OMB APPROVAL

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(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
__X__ Officer (give title _____ Other (specify
below) below)
Senior VP, Gen. Counsel & Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/15/2006		M ⁽¹⁾		2,625	A	\$ 29.0313	67,662	D
Common Stock	11/15/2006		M ⁽¹⁾		8,725	A	\$ 13.563	76,387	D
Common Stock	11/15/2006		M ⁽¹⁾		8,050	A	\$ 15.135	84,437	D
Common Stock	11/15/2006		M ⁽¹⁾		4,675	A	\$ 26.88	89,112	D
Common Stock	11/15/2006		M ⁽¹⁾		4,475	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy) ⁽³⁾	\$ 29.0313	11/15/2006		M ⁽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		M ⁽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		M ⁽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		M ⁽¹⁾		4,675		10/10/2003	10/11/2012	Common Stock	4,675
Employee Stock Options (Right to	\$ 28.7	11/15/2006		M ⁽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.

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