

MASSA RONALD E

Form 4

May 22, 2007

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

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

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 Ownership Indirect Beneficial 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) ⁽¹⁾	\$ 18.313	05/21/2007		M		23,400		10/05/1999	10/06/2008	Common Stock	23,400
Employee Stock Options (Right to Buy) ⁽²⁾	\$ 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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