

SMITH A O CORP
Form 4/A
August 03, 2009

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 *
SMITH BRUCE M

(Last) (First) (Middle)

SMITH INVESTMENT
COMPANY, 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)
04/22/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/24/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/22/2009		A ⁽⁴⁾	78,856 A <u>(4)</u>	78,856	I	In trust ⁽⁵⁾

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	\$ 0 <u>(1)</u>	04/22/2009		A <u>(4)</u>		408,084		<u>(2)</u>	<u>(3)</u>	Common Stock	408,084

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH BRUCE M SMITH INVESTMENT COMPANY 11270 WEST PARK PLACE MILWAUKEE, WI 53224			X	

Signatures

Bruce M. Smith 08/03/2009

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) 1 for 1

(2) Convertible at any time.

(3) None.

Represents the conversion of shares of SICO common stock into shares of Common Stock and Class A Common Stock of A. O. Smith Corporation (the "Issuer") pursuant to a merger of SICO with a subsidiary of the Issuer (the "Merger"). No consideration was paid or received except for the conversion of each SICO share into shares of the Issuer's Common Stock and Class A Common Stock. The

(4) conversion in the Merger was approved in advance by the Issuer's board of directors on behalf of the reporting person. In addition, the elimination of SICO upon consummation of the Merger resulted in a change in the shares to be reported as a consequence of the application of the relevant definitions of beneficial ownership. The amount reported reflects this change in the form of ownership. Also, certain shares of the Issuer's Common Stock issued in the Merger are being held in escrow pursuant to the related merger agreement.

The reporting person beneficially owns these shares as (i) a trustee of trusts of which a member of the reporting person's immediate

(5) family is a beneficiary or (ii) settlor of a revocable family trust. Beneficial ownership of the shares held by trusts of which the reporting person is a trustee is disclaimed.

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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