

O TOOLE ROBERT J
 Form 4
 January 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
O TOOLE ROBERT J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2401 WEST CEDAR LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2006

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

RIVER HILLS, WI 53217

(City) (State) (Zip)

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

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	01/25/2006		M	V Amount (A) or (D) Price \$ 16.333	441,948	D	
Common Stock	01/26/2006		S	25,900 D \$ 42.6	416,048	D	
Common Stock	01/26/2006		S	1,800 D \$ 42.61	414,248	D	
Common Stock	01/26/2006		S	1,600 D \$ 42.62	412,648	D	
Common Stock	01/26/2006		S	1,500 D \$ 42.63	411,148	D	
	01/26/2006		S	400 D \$ 42.64	410,748	D	

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Common stock							
Common Stock	01/26/2006		S	3,600	D	\$ 42.65	407,148 D
Common Stock	01/26/2006		S	600	D	\$ 42.66	406,548 D
Common Stock	01/26/2006		S	300	D	\$ 42.68	406,248 D
Common Stock	01/26/2006		S	100	D	\$ 42.69	406,148 D
Common Stock	01/26/2006		S	100	D	\$ 42.7	406,048 D
Common Stock	01/26/2006		S	100	D	\$ 42.71	405,948 D
Common Stock	01/26/2006		S	1,100	D	\$ 42.72	404,848 D
Common Stock	01/26/2006		S	300	D	\$ 42.77	404,548 D
Common Stock	01/26/2006		S	600	D	\$ 42.79	403,948 D
Common Stock	01/26/2006		F	58,900	D	\$ 42.55	345,048 D

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

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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)

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	\$ 16.333	01/25/2006		M	96,900	10/07/1997	10/08/2006	Common Stock	96,900

Options
(Right to
Buy) (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O TOOLE ROBERT J 2401 WEST CEDAR LANE RIVER HILLS, WI 53217		X		

Signatures

W. David Romoser, Attorney-in-Fact for Robert J.
O'Toole

01/27/2006

__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) Granted on 10/08/1996 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

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.