

COLE MICHAEL J
Form 4
February 22, 2006

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

OMB APPROVAL

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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 *
COLE MICHAEL 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)
A. O. SMITH (CHINA)
INVESTMENT CO., LTD., NO. 49
SOUTH ZHONGSHAN RD., 46TH
FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President - Asia

NANJING, F4 210005
(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/21/2006		M	A	\$ 10,350 16.333	23,592	D
Common Stock	02/22/2006		S	D	\$ 46.31	23,492	D
Common Stock	02/22/2006		S	D	\$ 46.32	22,842	D
Common Stock	02/22/2006		S	D	\$ 46.34	22,742	D
	02/22/2006		S	D	\$ 46.35	22,642	D

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Common Stock							
Common Stock	02/22/2006	S	400	D	\$ 46.36	22,242	D
Common Stock	02/22/2006	S	100	D	\$ 46.37	22,142	D
Common Stock	02/22/2006	S	500	D	\$ 46.39	21,642	D
Common Stock	02/22/2006	S	1,200	D	\$ 46.4	20,442	D
Common Stock	02/22/2006	S	100	D	\$ 46.43	20,342	D
Common Stock	02/22/2006	S	2,400	D	\$ 46.44	17,942	D
Common Stock	02/22/2006	S	400	D	\$ 46.45	17,542	D
Common Stock	02/22/2006	S	100	D	\$ 46.46	17,442	D
Common Stock	02/22/2006	S	100	D	\$ 46.47	17,342	D
Common Stock	02/22/2006	S	200	D	\$ 46.48	17,142	D
Common Stock	02/22/2006	S	200	D	\$ 46.49	16,942	D
Common Stock	02/22/2006	S	3,700	D	\$ 46.5	13,242	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)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Options (Right to Buy) ⁽¹⁾	\$ 16.333	02/21/2006	M	10,350	10/07/1997	10/08/2006	Common Stock	10,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE MICHAEL J A. O. SMITH (CHINA) INVESTMENT CO., LTD. NO. 49 SOUTH ZHONGSHAN RD., 46TH FLOOR NANJING, F4 210005			Vice President - Asia	

Signatures

W. David Romoser, Attorney-in-Fact for Michael J. Cole	02/22/2006
**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) Options were granted on 10/08/1996 under the A. O. Smith Corporation 1990 Long-Term 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.