

SMITH A O CORP
Form 4
February 28, 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 *
KITA JOHN J

(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)
02/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V.P., Treasurer & Controller

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/27/2006		M	A	6,300	\$ 27.25	18,097 D
Common Stock	02/27/2006		M	A	9,700	\$ 18.313	27,797 D
Common Stock	02/27/2007		S	D	400	\$ 46.75	27,397 D
Common Stock	02/27/2006		S	D	1,100	\$ 46.76	26,297 D
Common Stock	02/27/2006		S	D	1,600	\$ 46.77	24,697 D

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Common Stock	02/27/2006	S	700	D	\$ 46.78	23,997	D
Common Stock	02/27/2006	S	500	D	\$ 46.79	23,497	D
Common Stock	02/27/2006	S	1,400	D	\$ 46.8	22,097	D
Common Stock	02/27/2006	S	1,500	D	\$ 46.81	20,597	D
Common Stock	02/27/2006	S	300	D	\$ 46.83	20,297	D
Common Stock	02/27/2006	S	600	D	\$ 46.84	19,697	D
Common Stock	02/27/2006	S	400	D	\$ 46.85	19,297	D
Common Stock	02/27/2006	S	900	D	\$ 46.87	18,397	D
Common Stock	02/27/2006	S	3,200	D	\$ 46.88	15,197	D
Common Stock	02/27/2006	S	1,700	D	\$ 46.89	13,497	D
Common Stock	02/27/2006	S	1,700	D	\$ 46.9	11,797	D

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 displays a currently valid OMB control number.

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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)
						Date Exercisable Expiration Date	Title
				Code	V (A) (D)		Amount or Number of Shares
	\$ 27.25	02/27/2006		M	6,300	10/06/1998 10/07/2007	6,300

Employee Stock Options (Right to Buy) <u>(1)</u>								Common Stock	
Employee Stock Options (Right to Buy) <u>(2)</u>	\$ 18.313	02/27/2006	M	9,700	10/05/1999	10/06/2008		Common Stock	9,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITA JOHN J A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			V.P., Treasurer & Controller	

Signatures

W. David Romoser, Attorney-in-Fact for John J. Kita	02/28/2006
<u> </u> 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 10/07/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.
- (2) Granted on 10/06/1998 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.