SMITH A O CORP
Form 4
July 23, 2007

FORM 4

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

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
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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).

(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)
07/20/2007

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 below) _____ Other (specify below)
Senior V.P., Corp. Fin. & Cont

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/20/2007		M		6,300	A	$ 29.031	18,097	D	
Common Stock	07/20/2007		M		9,650	A	$ 15.135	27,747	D	
Common Stock	07/20/2007		S		3,450	D	$ 50.1354	24,297	D	
Common Stock	07/20/2007		S		2,500	D	$ 50.2037	21,797	D	
Common Stock	07/20/2007		S		100	D	$ 50.34	21,697	D	

Common Stock	07/20/2007	S	100	D	$ 50.35	21,597	D
Common Stock	07/20/2007	S	100	D	$ 50.37	21,497	D
Common Stock	07/20/2007	S	200	D	$ 50.39	21,297	D
Common Stock	07/20/2007	S	200	D	$ 50.42	21,097	D
Common Stock	07/20/2007	S	200	D	$ 50.43	20,897	D
Common Stock	07/20/2007	S	100	D	$ 50.45	20,797	D
Common Stock	07/20/2007	S	100	D	$ 50.46	20,697	D
Common Stock	07/20/2007	S	400	D	$ 50.47	20,297	D
Common Stock	07/20/2007	S	100	D	$ 50.49	20,197	D
Common Stock	07/20/2007	S	1,500	D	$ 50.5	18,697	D
Common Stock	07/20/2007	S	900	D	$ 50.51	17,797	D
Common Stock	07/20/2007	S	100	D	$ 50.52	17,697	D
Common Stock	07/20/2007	S	100	D	$ 50.56	17,597	D
Common Stock	07/20/2007	S	100	D	$ 50.57	17,497	D
Common Stock	07/20/2007	S	100	D	$ 50.62	17,397	D
Common Stock	07/20/2007	S	5,000	D	$ 50.66	12,397	D
Common Stock	07/20/2007	S	100	D	$ 50.68	12,297	D
Common Stock	07/20/2007	S	100	D	$ 50.72	12,197	D
Common Stock	07/20/2007	S	100	D	$ 50.73	12,097	D
Common Stock	07/20/2007	S	300	D	$ 50.78	11,797	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)	$ 29.031	07/20/2007		M		6,300		10/12/2000	10/13/2009	Common Stock	6,300
Employee Stock Options (Right to Buy) (2)	$ 15.135	07/20/2007		M		9,650		10/08/2002	10/09/2011	Common Stock	9,650

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			Senior V.P., Corp. Fin. & Cont	

Signatures

James F. Stern, Attorney-in-Fact for John J. Kita	07/23/2007
**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) Granted on 10/13/1999 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

(2) Granted on 10/09/2001 under the A. O. Smith Corporation 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.
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