

Rajendra Ajita G
 Form 4
 November 13, 2012

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 *
 Rajendra Ajita G

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 CORPORATION, 500
 TENNESSEE WALTZ PARKWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

(Street)
 ASHLAND CITY, TN 37015

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

(City) (State) (Zip)

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 | 11/09/2012 | | M | 40,350 | A \$ 18.387 | 86,514 | D |
| Common Stock | 11/09/2012 | | F | 22,677 | D \$ 18.387 | 63,837 | D |
| Common Stock | 11/09/2012 | | M | 15,000 | D \$ 19.467 | 78,837 | D |
| Common Stock | 11/09/2012 | | F | 8,604 | D \$ 19.467 | 70,233 | D |
| Common Stock | 11/09/2012 | | M | 16,800 | D \$ 25.837 | 87,033 | D |

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Common Stock 11/09/2012 F 10,787 D \$ 25.837 76,246 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⁾ | \$ 18.387 | 11/09/2012 | | M | 40,350 | 01/31/2006 02/01/2015 | Common Stock 40,350 |
| Employee Stock Options (Right to Buy) | \$ 19.467 | 11/09/2012 | | M | 15,000 | ⁽²⁾ 10/11/2015 | Common Stock 15,000 |
| Employee Stock Options (Right to Buy) | \$ 25.837 | 11/09/2012 | | M | 16,800 | ⁽³⁾ 02/09/2017 | Common Stock 16,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rajendra Ajita G
A. O. SMITH CORPORATION
500 TENNESSEE WALTZ PARKWAY
ASHLAND CITY, TN 37015

President & COO

Signatures

James F. Stern, Attorney-in-Fact for Ajita G.
Rajendra

11/13/2012

__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) The employee stock options were granted on 02/01/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3.

The employee stock options were granted on 10/11/2005 under the A. O. Smith Combined Executive Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 10/10/2006.
- (3) The employee stock options were granted on 02/09/2007 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options became exercisable in three annual installments of 1/3 of the award starting on 02/08/2008.

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.