

SMITH A O CORP  
Form 8-K  
October 18, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 15, 2010**

**A. O. Smith Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-475**  
(Commission  
File Number)

**36-0619790**  
(IRS Employer  
Identification No.)

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11270 West Park Place,  
Milwaukee, Wisconsin  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (414) 359-4000

53224-9508  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On October 15, 2010, A. O. Smith Corporation (the Company ) issued a revised press release, a copy of which is attached as Exhibit 99.1 hereto and is incorporated by reference herein, announcing that its Board of Directors approved a plan to split the Company s stock 3-for-2 in the form of a 50 percent stock dividend payable to holders of Common Stock and Class A Common Stock.

The record date for the stock dividend is October 29, 2010 (the Record Date ). Holders of shares of the Company s Common Stock and Class A Common Stock will receive one additional share of such class of stock for every two shares of such class they own as of the Record Date and will receive cash in lieu of fractional shares, based on the closing price of the Common Stock on the Record Date, as adjusted for the stock dividend. The Company expects that the stock dividend will be distributed to shareholders on or about November 15, 2010.

Following the stock dividend, the total number of shares of Common Stock and Class A Common Stock outstanding will increase to approximately 45.8 million shares.

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is being filed herewith:

99.1 News Release of A. O. Smith Corporation dated October 15, 2010.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A. O. SMITH CORPORATION**

Date: October 18, 2010

By: */s/* JAMES F. STERN.  
**James F. Stern**  
**Executive Vice President, General Counsel and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release of A. O. Smith Corporation dated October 15, 2010.