

SMITH A O CORP
Form 4
April 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 *
MASSA RONALD E

(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)
04/27/2006

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)
Senior Vice President

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/27/2006		M			15,300	A	\$ 27.25	42,906	D	
Common Stock	04/27/2006		M			15,200	A	\$ 29.031	58,106	D	
Common Stock	04/27/2006		M			25,800	A	\$ 28.7	83,906	D	
Common Stock	04/27/2006		S			7,200	D	\$ 46.5	76,706	D	
Common Stock	04/27/2006		S			1,900	D	\$ 46.51	74,806	D	

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Common Stock	04/27/2006	S	1,000	D	\$ 46.52	73,806	D
Common Stock	04/27/2006	S	2,600	D	\$ 46.53	71,206	D
Common Stock	04/27/2006	S	1,000	D	\$ 46.54	70,206	D
Common Stock	04/27/2006	S	200	D	\$ 46.56	70,006	D
Common Stock	04/27/2006	S	1,200	D	\$ 46.57	68,806	D
Common Stock	04/27/2006	S	200	D	\$ 46.58	68,606	D
Common Stock	04/27/2006	S	400	D	\$ 46.59	68,206	D
Common Stock	04/27/2006	S	2,400	D	\$ 46.6	65,806	D
Common Stock	04/27/2006	S	2,300	D	\$ 46.61	63,506	D
Common Stock	04/27/2006	S	700	D	\$ 46.62	62,806	D
Common Stock	04/27/2006	S	100	D	\$ 46.64	62,706	D
Common Stock	04/27/2006	S	1,900	D	\$ 46.65	60,806	D
Common Stock	04/27/2006	S	1,300	D	\$ 46.66	59,506	D
Common Stock	04/27/2006	S	5,800	D	\$ 46.67	53,706	D
Common Stock	04/27/2006	S	1,600	D	\$ 46.68	52,106	D
Common Stock	04/27/2006	S	2,300	D	\$ 46.69	49,806	D
Common Stock	04/27/2006	S	10,000	D	\$ 46.7	39,806	D
Common Stock	04/27/2006	S	500	D	\$ 46.71	39,306	D
Common Stock	04/27/2006	S	500	D	\$ 46.72	38,806	D
Common Stock	04/27/2006	S	4,500	D	\$ 46.73	34,306	D
	04/27/2006	S	2,300	D	\$ 46.74	32,006	D

11270 WEST PARK PLACE
MILWAUKEE, WI 53224

President

Signatures

W. David Romoser, Attorney-in-Fact for Ronald E.
Massa

04/28/2006

__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 10/07/1997 under the A. O. Smith Corporation 1990 Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (2) Options were granted on 10/13/1999 under the A. O. Smith Corporation Long-Term Executive Incentive Compensation Plan, a Rule 16b-3 Plan.
- (3) Options were granted on 10/07/2003 under the A. O. Smith Combined 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.