

Anderson Stephen  
Form 3  
October 17, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                        |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |   |
| Â Anderson Stephen   |         | (Month/Day/Year)                     | SMITH A O CORP [AOS]  |   |
| (Last)   | (First) | (Middle)                             | 10/10/2011  |   |
| A. O. SMITH WATER PRODUCTS COMPANY,Â 500 TENNESSEE WALTZ PARKWAY |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)   |         |                                      | (Check all applicable)  |   |
| ASHLAND CITY,Â TNÂ 37015   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below) (specify below)<br>Designated Section 16 Officer | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)   | (State) | (Zip)                                |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

## Edgar Filing: Anderson Stephen - Form 3

|                                       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (Right to Buy) | Â (1)            | Â (1)           | Common Stock | 9,901                      | \$ 0     | D                                     | Â |
| Restricted Stock Units                | Â (2)            | Â (2)           | Common Stock | 3,500                      | \$ 0     | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| Anderson Stephen<br>A. O. SMITH WATER PRODUCTS COMPANY<br>500 TENNESSEE WALTZ PARKWAY<br>ASHLAND CITY, TN 37015 | Â             | Â         | Â       | Designated Section 16 Officer |

## Signatures

James F. Stern, Attorney-in-Fact for Stephen Anderson 10/17/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 3,450 employee stock options were granted on 02/11/2008 and became exercisable in three annual installments of 1/3 of the award starting on 02/11/2009. 2,299 stock options were previously exercised and 1,151 are outstanding; 5,850 employee stock options were granted on 02/09/2009 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2010. 1,950 stock options were previously exercised and 3,900 are outstanding; 2,850 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award starting on 02/08/2011; 2,000 employee stock options were granted on 02/07/2011 and become exercisable in three annual installments of 1/3 of the award starting on 02/07/2012. All employee stock options expire ten years after the date of the award.

(2) Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,650 restricted stock units were granted on 02/09/2009; 1,050 restricted stock units were granted on 02/08/2010; and 800 restricted stock units were granted on 02/07/2011. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.

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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