

BISHOP CHARLES J

Form 4

May 27, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BISHOP CHARLES J

(Last) (First) (Middle)

A. O. SMITH CORPORATE
TECHNOLOGY CENTER, 12100
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)
05/26/2005

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 _____ Other (specify
below) below)
Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/26/2005		M		9,750	A	\$ 16.667	27,241 D
Common Stock	05/26/2005		M		10,350	A	\$ 16.333	37,591 D
Common Stock	05/26/2005		S		9,300	D	\$ 30.6	28,291 D
Common Stock	05/26/2005		S		5,000	D	\$ 30.62	23,291 D
Common Stock	05/26/2005		S		100	D	\$ 30.63	23,191 D

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Common Stock	05/26/2005	S	5,000	D	\$ 30.64	18,191	D
Common Stock	05/26/2005	S	300	D	\$ 30.65	17,891	D
Common Stock	05/26/2005	S	400	D	\$ 30.72	17,491	D

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

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(9-02)

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)	\$ 16.667	05/26/2005		M	9,750	10/09/1996 10/10/2005	Common Stock 9,750
Employee Stock Options (Right to Buy)	\$ 16.333	05/26/2005		M	10,350	10/07/1997 10/08/2006	Common Stock 10,350

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BISHOP CHARLES J A. O. SMITH CORPORATE TECHNOLOGY CENTER 12100 WEST PARK PLACE MILWAUKEE,, WI 53224	Vice President

Signatures

W. David Romoser, Attorney-in-Fact for Charles J.
Bishop

05/27/2005

__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 under the A. O. Smith Corporation 1990 Long-Term 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.

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