KITA JOHN J Form 4/A November 01, 2012

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KITA JOHN J

2. Issuer Name and Ticker or Trading Symbol

SMITH A O CORP [AOS]

(Last) (First) (Middle)

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

05/01/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Executive Vice President & CFO

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

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Estimated average

burden hours per

A. O. SMITH CORPORATION, 11270 WEST PARK PLACE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

05/02/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MILWAUKEE, WI 53224

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-  | Derivativ    | e Secu | rities Acqui   | red, Disposed of,  | or Beneficial   | ly Owned |
|--------------------------------------|---|---|--|--------------|--------|--|--|---|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |              |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |          |
|                                      |   |   | Code V   | Amount       |        | Price  | (Instr. 3 and 4)   |   |          |
| Common<br>Stock                      | 05/01/2012                              |   | S  | 1,000<br>(1) | D      | \$ 48.33   | 32,344   | D   |          |
| Common<br>Stock                      | 05/01/2012                              |   | S  | 100          | D      | \$<br>48.3301  | 32,244   | D   |          |
| Common<br>Stock                      | 05/01/2012                              |   | S  | 400          | D      | \$ 48.341  | 31,844   | D   |          |
| Common<br>Stock                      | 05/01/2012                              |   | S  | 400          | D      | \$ 48.345  | 31,444   | D   |          |
| Common<br>Stock                      | 05/01/2012                              |   | S  | 800          | D      | \$ 48.35   | 30,644   | D   |          |

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| Common<br>Stock | 05/01/2012 | S | 300   | D | \$ 48.351 | 30,344 | D |
|-----------------|------------|---|-------|---|-----------|--------|---|
| Common<br>Stock | 05/01/2012 | S | 1,000 | D | \$ 48.355 | 29,344 | D |
| Common<br>Stock | 05/01/2012 | S | 300   | D | \$ 48.36  | 29,044 | D |
| Common<br>Stock | 05/01/2012 | S | 100   | D | \$ 48.37  | 28,944 | D |
| Common<br>Stock | 05/01/2012 | S | 1,900 | D | \$ 48.38  | 27,044 | D |
| Common<br>Stock | 05/01/2012 | S | 112   | D | \$ 48.39  | 26,932 | D |
| Common<br>Stock | 05/01/2012 | S | 400   | D | \$ 48.4   | 26,532 | D |
| Common<br>Stock | 05/01/2012 | S | 500   | D | \$ 48.41  | 26,032 | D |
| Common<br>Stock | 05/01/2012 | S | 200   | D | \$ 48.415 | 25,832 | D |
| Common<br>Stock | 05/01/2012 | S | 100   | D | \$ 48.42  | 25,732 | D |
| Common<br>Stock | 05/01/2012 | S | 100   | D | \$ 48.43  | 25,632 | D |
| Common<br>Stock | 05/01/2012 | S | 200   | D | \$ 48.48  | 25,432 | D |
| Common<br>Stock | 05/01/2012 | S | 100   | D | \$ 48.5   | 25,332 | D |
| Common<br>Stock | 05/01/2012 | S | 300   | D | \$ 48.53  | 25,032 | D |
| Common<br>Stock | 05/01/2012 | S | 700   | D | \$ 48.58  | 24,332 | D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title  | of 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.        | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-----------|----------------|---------------------|--------------------|------------|-----------|-------------------------|--------------|-------------|-------|
| Derivat   | ive Conversion | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber  | Expiration Date         | Amount of    | Derivative  | Deriv |
| Security  | y or Exercise  |                     | any                | Code       | of        | (Month/Day/Year)        | Underlying   | Security    | Secui |
| (Instr. 3 | B) Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ | e                       | Securities   | (Instr. 5)  | Bene  |

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Shares

Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date Number of

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KITA JOHN J
A. O. SMITH CORPORATION
11270 WEST PARK PLACE
MILWAUKEE, WI 53224

Executive
Vice President
& CFO

### **Signatures**

James F. Stern, Attorney-in-Fact for John
J. Kita

11/01/2012

\*\*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) Mr. John Kita's Form 4 filed on May 2, 2012, inadvertently reported 1,100 shares were sold at \$48.33 when actually 1,000 shares were sold at \$48.33.

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.

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