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Petrarca Mark A Form 4									
February 14, 2012							0145.4		
FORM 4 UNITED	STATES					E COMMISSION	N OMB	PPROVAL 3235-0287	
Check this box		Wa	ashington,	, D.C. 20	549		Number:		
if no longer subject to Section 16. Form 4 or	r STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou response	urs per		
abligations Flicu pu	(a) of the P	ublic U		ding Cor	npany Ao	ange Act of 1934, ct of 1935 or Sectio 1940	on		
(Print or Type Responses)									
Petrarca Mark A Sy			2. Issuer Name and Ticker or Trading Symbol SMITH A O CORP [AOS]			5. Relationship of Reporting Person(s) to Issuer			
				-)]	(Che	ck all applicabl	e)	
(Last) (First) (A. O. SMITH CORPORATION, 11270 W PARK PLACE	SMITH 02/13/2012 PORATION, 11270 WEST				below)	XOfficer (give titleOther (specify			
(Street)		4. If Am	endment, Da	ate Origina	1	6. Individual or J	Joint/Group Fili	ng(Check	
MILWAUKEE, WI 53224				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	Execution I any	Date, if	3. Transaction Code (Instr. 8)	Disposed	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D) Pric	(Instr. 3 and 4)			
Reminder: Report on a separate lin	e for each cla	ss of sec	urities benef	ficially ow	ned directly	y or indirectly.			
				inforn requii	nation co red to res lys a curr	espond to the colle ntained in this form pond unless the for ently valid OMB co	i are not rm	SEC 1474 (9-02)	
Tab						or Beneficially Owned e securities)	I		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction f Derivative	Expiration Date	Underlying Securities	Ε

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	cquired A) or isposed of D) nstr. 3, 4,		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 45.97	02/13/2012		A	7,000	<u>(1)</u>	02/13/2022	Common Stock	7,000
Restricted Stock Units	\$ 45.97	02/01/2013		А	2,500	(2)	(2)	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
1. 6	Director	10% Owner	Officer	Other		
Petrarca Mark A A. O. SMITH CORPORATION 11270 WEST PARK PLACE MILWAUKEE, WI 53224			Senior Vice Pres H.R. & P.A			
Signaturas						

Signatures

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James F. Stern, Attorney-in-Fact for Mark A. Petrarca	02/14/2012
**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) The employee stock options were granted on 02/13/2012 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The options become exercisable in three annual installments of 1/3 of the award starting on 02/13/2013.
- (2) The restricted stock units were granted on 02/13/2012 under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3. The restricted stock units become payable in Common Stock on the vesting date of 02/13/2015.

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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