

KITA JOHN J
Form 4/A
November 01, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KITA JOHN J

(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)
05/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
05/02/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

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 or Price | | |
| Common Stock | 05/01/2012 | | S | (1) | 1,000 \$ 48.33 | D | D |
| Common Stock | 05/01/2012 | | S | | 100 \$ 48.3301 | D | D |
| Common Stock | 05/01/2012 | | S | | 400 \$ 48.341 | D | D |
| Common Stock | 05/01/2012 | | S | | 400 \$ 48.345 | D | D |
| Common Stock | 05/01/2012 | | S | | 800 \$ 48.35 | D | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 05/01/2012 | S | 300 | D | \$ 48.351 | 30,344 | D |
| Common Stock | 05/01/2012 | S | 1,000 | D | \$ 48.355 | 29,344 | D |
| Common Stock | 05/01/2012 | S | 300 | D | \$ 48.36 | 29,044 | D |
| Common Stock | 05/01/2012 | S | 100 | D | \$ 48.37 | 28,944 | D |
| Common Stock | 05/01/2012 | S | 1,900 | D | \$ 48.38 | 27,044 | D |
| Common Stock | 05/01/2012 | S | 112 | D | \$ 48.39 | 26,932 | D |
| Common Stock | 05/01/2012 | S | 400 | D | \$ 48.4 | 26,532 | D |
| Common Stock | 05/01/2012 | S | 500 | D | \$ 48.41 | 26,032 | D |
| Common Stock | 05/01/2012 | S | 200 | D | \$ 48.415 | 25,832 | D |
| Common Stock | 05/01/2012 | S | 100 | D | \$ 48.42 | 25,732 | D |
| Common Stock | 05/01/2012 | S | 100 | D | \$ 48.43 | 25,632 | D |
| Common Stock | 05/01/2012 | S | 200 | D | \$ 48.48 | 25,432 | D |
| Common Stock | 05/01/2012 | S | 100 | D | \$ 48.5 | 25,332 | D |
| Common Stock | 05/01/2012 | S | 300 | D | \$ 48.53 | 25,032 | D |
| Common 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

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

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.