Lauber Charles T Form 3 January 09, 2013

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104 January 31,

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires:

2005

Estimated average burden hours per

response...

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

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SMITH A O CORP [AOS] A Lauber Charles T (Month/Day/Year) 01/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) A. O. SMITH (Check all applicable) CORPORATION, Â 500 TENNESSEE WALTZ 10% Owner Director **PARKWAY** _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Senior VP, Strategy & Planning Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ASHLAND CITY, Â TNÂ 37015 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock D 4,163 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date Expiration Date (Month/Day/Year)

2. Date Exercisable and Expiration Date Securities Underlying Or Exercise Form of (Instr. 5)

4. 5. 6. Nature of Indirect Conversion Ownership or Exercise Form of (Instr. 5)

Edgar Filing: Lauber Charles T - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Stock	2,650	\$ 0	D	Â
Employee Stock Options (Right to Buy)	(2)	(2)	Common Stock	7,250	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Lauber Charles T A. O. SMITH CORPORATION 500 TENNESSEE WALTZ PARKWAY ASHLAND CITY, TN 37015	Â	Â	Senior VP, Strategy & Planning	Â		

Signatures

James F. Stern, Attorney-in-Fact for Charles T.
Lauber 01/09/2013

**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).
- Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,050 restricted stock units were granted on 02/08/2010; 800 restricted stock units were granted on 02/07/2011; and 800 restricted stock units were granted on 02/13/2012. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.
 - Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 2,850 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award
- (2) starting on 02/08/2011; 2,000 employee stock options were granted on 02/07/2011 and became exercisable in three annual installments of 1/3 of the award starting on 02/07/2012; 2,400 employee stock options were granted on 02/13/2012 and become exercisable in three annual installments of 1/3 of the award starting on 02/13/2013. All employee stock options expire ten years after the date of the award.

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.

Reporting Owners 2