

SMITH A O CORP  
Form 8-K  
April 16, 2010

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 12, 2010

## A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction

of incorporation)

1-475  
(Commission

File Number)

11270 West Park Place, Milwaukee, Wisconsin 53224-9508

(Address of principal executive offices, including zip code)

39-0619790  
(IRS Employer

Identification No.)

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(414) 359-4000

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 204.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

A. O. Smith Corporation ( the Company ) held its Annual Meeting of Stockholders on April 12, 2010, for the purpose of the election of a Board of Directors and the ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for fiscal year 2010.

The voting results for the election of a Board of Directors were as follows:

<b>Class A Common Stock Directors</b>	<b>For</b>	<b>Authority Withheld</b>	<b>Broker Non-Vote</b>
William F. Buehler	4,337,637	423	0
Gloster B. Current, Jr.	4,337,637	423	0
Paul W. Jones	4,337,637	423	0
Bruce M. Smith	4,337,457	603	0
Mark D. Smith	4,337,637	423	0
Gene C. Wulf	4,337,637	423	0

  

<b>Common Stock Directors</b>	<b>For</b>	<b>Authority Withheld</b>	<b>Broker Non-Vote</b>
Ronald D. Brown	16,749,070	3,617,217	2,338,061
William P. Greubel	16,763,054	3,603,232	2,338,061
Robert J. O Toole	20,165,917	200,369	2,338,061
Idelle K. Wolf	20,234,062	132,224	2,338,061

The voting results for the ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for fiscal year 2010 were as follows:

	<b>Class A Common Stock Votes</b>	<b>Common Stock Votes</b>	<b>Total Votes (A Votes and 1/10<sup>th</sup> Common Stock Votes)</b>
FOR	4,337,967	22,498,165	6,587,784
AGAINST	25	197,235	19,749
ABSTAIN	68	8,947	963

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A. O. SMITH CORPORATION**

Date: April 16, 2010

By: /s/ James F. Stern  
James F. Stern

Executive Vice President,

General Counsel and Secretary