BLACKROCK INVESTMENT QUALITY MUNICIPAL TRUST INC.
Form N-CSRS
January 05, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-07354

Name of Fund: BlackRock Investment Quality Municipal Trust, Inc. (BKN)

Fund Address: 100 Bellevue Parkway, Wilmington, DE 19809

Name and address of agent for service: John M. Perlowski, Chief Executive Officer, BlackRock Investment Quality

Municipal Trust, Inc., 55 East 52nd Street, New York, NY 10055

Registrant s telephone number, including area code: (800) 882-0052, Option 4

Date of fiscal year end: 04/30/2018

Date of reporting period: 10/31/2017

Item 1 Report to Stockholders

OCTOBER 31, 2017

SEMI-ANNUAL REPORT (UNAUDITED)

BlackRock Investment Quality Municipal Trust, Inc. (BKN)

BlackRock Long-Term Municipal Advantage Trust (BTA)

BlackRock Municipal 2020 Term Trust (BKK)

BlackRock Municipal Income Trust (BFK)

BlackRock Strategic Municipal Trust (BSD)

Not FDIC Insured May Lose Value No Bank Guarantee

The Markets in Review

Dear Shareholder,

In the 12 months ended October 31, 2017, risk assets, such as stocks and high-yield bonds, continued to deliver strong performance. These markets showed great resilience during a period with big political surprises, including the aftermath of the U.K. s vote to leave the European Union and the outcome of the U.S. presidential election, which brought only brief spikes in equity market volatility. In contrast, closely watched elections in France, the Netherlands, and Australia countered the isolationist and nationalist political developments in the U.K. and the United States.

Interest rates rose, which worked against high-quality assets with more interest rate sensitivity. Consequently, longer-term U.S. Treasuries posted negative returns, as rising energy prices, modest wage increases, and steady job growth led to expectations of higher inflation and further interest rate increases by the U.S. Federal Reserve (the Fed).

The market s performance reflected reflationary expectations early in the reporting period, as investors began to sense that a global recovery was afoot. Thereafter, many countries throughout the world experienced sustained and synchronized growth for the first time since the financial crisis. Growth rates and inflation are still relatively low, but they are finally rising together.

The Fed responded to these positive developments by increasing short-term interest rates three times and setting expectations for additional interest rate increases. The Fed also began reducing the vast balance sheet reserves that had accumulated in the wake of the financial crisis. In October 2017, the Fed reduced its $4.5 trillion balance sheet by only $10 billion, while setting expectations for additional modest reductions and rate hikes in 2018.

By contrast, the European Central Bank (ECB) and the Bank of Japan (BoJ) both continued to expand their balance sheets despite nascent signs of sustained economic growth. The Eurozone and Japan are both approaching the limits of central banks ownership share of debt issued by their respective governments, which is a structural pressure point that limits their capacity to deliver additional monetary stimulus. In October 2017, the ECB announced plans to cut the amount of its bond purchases in half for 2018, while the BoJ reiterated its commitment to economic stimulus until the inflation rate rises to its target of 2.0%.

Emerging market growth also stabilized, as accelerating growth in China, the second largest economy in the world and the most influential of all developing economies, improved the outlook for corporate profits and economic growth across most developing nations. Chinese demand for commodities and other raw materials allayed concerns about the country s banking system, leading to rising equity prices and foreign investment flows.

While escalating tensions between the United States and North Korea and our nation s divided politics are significant concerns, benign credit conditions, modest inflation, solid corporate earnings, and the positive outlook for growth in the world s largest economies have kept markets relatively tranquil.

High valuations across most assets have laid the groundwork for muted returns going forward. At current valuation levels, potential equity gains will likely be closely tied to the pace of earnings growth, which has remained solid thus far in 2017, particularly in emerging markets. In this environment, investors need to think globally, extend their scope across a broad array of asset classes, and be nimble as market conditions change. We encourage you to talk with your financial advisor and visit **blackrock.com** for further insight about investing in today s markets.

Sincerely,

Rob Kapito

President, BlackRock Advisors, LLC

Rob Kapito

President, BlackRock Advisors, LLC

Total Returns as of October 31, 2017

	6-month	**12-month**
U.S. large cap equities (S&P 500® Index)	9.10%	23.63%
U.S. small cap equities (Russell 2000® Index)	8.01	27.85
International equities (MSCI Europe, Australasia, Far East Index)	10.74	23.44
Emerging market equities (MSCI Emerging Markets Index)	16.14	26.45
3-month Treasury bills (BofA Merrill Lynch 3-Month U.S. Treasury Bill Index)	0.49	0.72
U.S. Treasury securities (BofA Merrill Lynch 10-Year U.S. Treasury Index)	0.15	(2.98)
U.S. investment grade bonds (Bloomberg Barclays U.S. Aggregate Bond Index)	1.58	0.90
Tax-exempt municipal bonds (S&P Municipal Bond Index)	2.22	1.80
U.S. high yield bonds (Bloomberg Barclays U.S. Corporate High Yield 2% Issuer Capped Index)	3.44	8.92

Past performance is no guarantee of future results. Index performance is shown for illustrative purposes only. You cannot invest directly in an index.

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Municipal Market Overview For the Reporting Period Ended October 31, 2017

Municipal Market Conditions

Municipal bonds experienced modestly positive performance for the period as a result of rising interest rates spurring from generally stronger economic data, signs of inflation pressures, Fed monetary policy normalization, and market expectations for pro-growth fiscal policy. However, ongoing reassurance from the Fed that rates would be increased gradually and would likely remain low overall resulted in continued demand for fixed income investments. More specifically, investors favored the income, attractive relative yield, and stability of municipal bonds amid bouts of interest rate volatility (bond prices rise as rates fall) resulting from geopolitical tensions, the contentious U.S. election, and evolving global central bank policies. During the 12 months ended October 31, 2017, municipal bond funds experienced net outflows of approximately $3 billion (based on data from the Investment Company Institute). The asset class came under pressure post the November U.S. election as a result of uncertainty surrounding potential tax-reform, though expectation that tax reform was likely to be delayed or watered down quickly eased investor concerns.

For the same 12-month period, total new issuance remained healthy from a historical perspective at $376 billion (though well below the robust $441 billion issued in the prior 12-month period). A noteworthy portion of new supply during this period was attributable to refinancing activity (roughly 51%) as issuers continued to take advantage of low interest rates and a flat yield curve to reduce their borrowing costs.

S&P Municipal Bond Index
Total Returns as of October 31, 2017
6 months: 2.22%

12 months: 1.80%

A Closer Look at Yields

From October 31, 2016 to October 31, 2017, yields on AAA-rated 30-year municipal bonds increased by 27 basis points (bps) from 2.56% to 2.83%, while 10-year rates rose by 28 bps from 1.73% to 2.01% and 5-year rates increased 29 bps from 1.13% to 1.42% (as measured by Thomson Municipal Market Data). The municipal yield curve steepened modestly over the 12-month period with the spread between 2- and 30-year maturities steepening by just 2 bps.

During the same time period, on a relative basis, tax-exempt municipal bonds strongly outperformed U.S. Treasuries with the greatest outperformance experienced in the front and intermediate portions of the yield curve. The relative positive performance of municipal bonds was driven largely by a supply/demand imbalance within the municipal market as investors sought income and incremental yield in an environment where opportunities became increasingly scarce. The asset class is known for its lower relative volatility and preservation of principal with an emphasis on income as tax rates rise.

Financial Conditions of Municipal Issuers

The majority of municipal credits remain strong, despite well-publicized distress among a few issuers. Four of the five states with the largest amount of debt outstanding California, New York, Texas and Florida have exhibited markedly improved credit fundamentals during the slow national recovery. However, several states with the largest unfunded pension liabilities have seen their bond prices decline noticeably and remain vulnerable to additional price deterioration. On the local level, Chicago s credit quality downgrade is an outlier relative to other cities due to its larger pension liability and inadequate funding remedies. BlackRock maintains the view that municipal bond defaults will remain minimal and in the periphery while the overall market is fundamentally sound. We continue to advocate careful credit research and believe that a thoughtful approach to structure and security selection remains imperative amid uncertainty in a modestly improving economic environment.

The opinions expressed are those of BlackRock as of October 31, 2017, and are subject to change at any time due to changes in market or economic conditions. The comments should not be construed as a recommendation of any individual holdings or market sectors. Investing involves risk including loss of principal. Bond values fluctuate in price so the value of your investment can go down depending on market conditions. Fixed income risks include interest-rate and credit risk. Typically, when interest rates rise, there is a corresponding decline in bond values. Credit risk refers to the possibility that the bond issuer will not be able to make principal and interest payments. There may be less information on the financial condition of municipal issuers than for public corporations. The market for municipal bonds may be less liquid than for taxable bonds. Some investors may be subject to Alternative Minimum Tax (AMT). Capital gains distributions, if any, are taxable.

The Standard & Poor s Municipal Bond Index, a broad, market value-weighted index, seeks to measure the performance of the U.S. municipal bond market. All bonds in the index are exempt from U.S. federal income taxes or subject to the AMT. Past performance is no guarantee of future results. Index performance is shown for illustrative purposes only. It is not possible to invest directly in an index.

The Benefits and Risks of Leveraging

The Trusts may utilize leverage to seek to enhance the distribution rate on, and net asset value (NAV) of, their common shares (Common Shares). However, these objectives cannot be achieved in all interest rate environments.

In general, the concept of leveraging is based on the premise that the financing cost of leverage, which is based on short-term interest rates, is normally lower than the income earned by a Trust on its longer-term portfolio investments purchased with the proceeds from leverage. To the extent that the total assets of the Trusts (including the assets obtained from leverage) are invested in higher-yielding portfolio investments, the Trusts shareholders benefit from the incremental net income. The interest earned on securities purchased with the proceeds from leverage is paid to shareholders in the form of dividends, and the value of these portfolio holdings is reflected in the per share NAV.

To illustrate these concepts, assume a Trust s Common Shares capitalization is $100 million and it utilizes leverage for an additional $30 million, creating a total value of $130 million available for investment in longer-term income securities. If prevailing short-term interest rates are 3% and longer-term interest rates are 6%, the yield curve has a strongly positive slope. In this case, a Trust s financing costs on the $30 million of proceeds obtained from leverage are based on the lower short-term interest rates. At the same time, the securities purchased by a Trust with the proceeds from leverage earn income based on longer-term interest rates. In this case, a Trust s financing cost of leverage is significantly lower than the income earned on a Trust s longer-term investments acquired from such leverage proceeds, and therefore the holders of Common Shares (Common Shareholders) are the beneficiaries of the incremental net income.

However, in order to benefit Common Shareholders, the return on assets purchased with leverage proceeds must exceed the ongoing costs associated with the leverage. If interest and other costs of leverage exceed the Trusts return on assets purchased with leverage proceeds, income to shareholders is lower than if the Trusts had not used leverage. Furthermore, the value of the Trusts portfolio investments generally varies inversely with the direction of long-term interest rates, although other factors can influence the value of portfolio investments. In contrast, the value of the Trusts obligations under their respective leverage arrangements generally does not fluctuate in relation to interest rates. As a result, changes in interest rates can influence the Trusts NAVs positively or negatively. Changes in the future direction of interest rates are very difficult to predict accurately, and there is no assurance that the Trusts intended leveraging strategy will be successful.

The use of leverage also generally causes greater changes in each Trust s NAV, market price and dividend rates than comparable portfolios without leverage. In a declining market, leverage is likely to cause a greater decline in the NAV and market price of a Trust s Common Shares than if the Trust were not leveraged. In addition, each Trust may be required to sell portfolio securities at inopportune times or at distressed values in order to comply with regulatory requirements applicable to the use of leverage or as required by the terms of leverage instruments, which may cause the Trust to incur losses. The use of leverage may limit a Trust s ability to invest in certain types of securities or use certain types of hedging strategies. Each Trust incurs expenses in connection with the use of leverage, all of which are borne by Common Shareholders and may reduce income to the Common Shares. Moreover, to the extent the calculation of the Trusts investment advisory fees includes assets purchased with the proceeds of leverage, the investment advisory fees payable to the Trusts investment adviser will be higher than if the Trusts did not use leverage.

To obtain leverage, each Trust has issued Variable Rate Demand Preferred Shares (VRDP Shares), Variable Rate Muni Term Preferred Shares (VMTP Shares) or Auction Market Preferred Shares (AMPS) (collectively, Preferred Shares) and/or leveraged its assets through the use of tender option bond trusts (TOB Trusts) as described in the Notes to Financial Statements.

Under the Investment Company Act of 1940, as amended (the 1940 Act), each Trust is permitted to issue debt up to 33 ⅓% of its total managed assets or equity securities (e.g., Preferred Shares) up to 50% of its total managed assets. A Trust may voluntarily elect to limit its leverage to less than the maximum amount permitted under the 1940 Act. In addition, a Trust may also be subject to certain asset coverage, leverage or portfolio composition requirements imposed by the Preferred Shares governing instruments or by agencies rating the Preferred Shares, which may be more stringent than those imposed by the 1940 Act.

If a Trust segregates or designates on its books and records cash or liquid assets having a value not less than the value of a Trust s obligations under the TOB Trust (including accrued interest), then the TOB Trust is not considered a senior security and is not subject to the foregoing limitations and requirements imposed by the 1940 Act.

Derivative Financial Instruments

The Trusts may invest in various derivative financial instruments. These instruments are used to obtain exposure to a security, commodity, index, market, and/or other assets without owning or taking physical custody of securities, commodities and/or other referenced assets or to manage market, equity, credit, interest rate, foreign currency exchange rate, commodity and/or other risks. Derivative financial instruments may give rise to a form of economic leverage and involve risks, including the imperfect correlation between the value of a derivative financial instrument and the underlying asset, possible default of the counterparty to the transaction or illiquidity of the instrument. The Trusts successful use of a derivative financial instrument depends on the investment adviser s ability to predict pertinent market movements accurately, which cannot be assured. The use of these instruments may result in losses greater than if they had not been used, may limit the amount of appreciation a Trust can realize on an investment and/or may result in lower distributions paid to shareholders. The Trusts investments in these instruments, if any, are discussed in detail in the Notes to Financial Statements.

Investment Objective

BlackRock Investment Quality Municipal Trust, Inc. s (BKN) (the Trust) investment objective is to provide high current income exempt from regular U.S. federal income tax consistent with the preservation of capital. The Trust seeks to achieve its investment objective by investing at least 80% of its assets in municipal obligations that pay interest that is exempt from U.S. federal income taxes (except that the interest may be subject to the U.S. federal alternative minimum tax). Under normal market conditions, the Trust invests at least 80% of its assets in securities rated investment grade at the time of investment. The Trust may invest up to 20% of its assets in unrated securities that are deemed by the investment adviser to be of comparable quality. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

Trust Information

Symbol on New York Stock Exchange (NYSE)	BKN
Initial Offering Date	February 19, 1993
Yield on Closing Market Price as of October 31, 2017 ($14.61)[a]	5.09%
Tax Equivalent Yield[b]	8.99%
Current Monthly Distribution per Common Share[c]	$0.062
Current Annualized Distribution per Common Share[c]	$0.744
Economic Leverage as of October 31, 2017[d]	37%

[a] Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

[b] Tax equivalent yield assumes the maximum marginal U.S. federal tax rate of 43.4%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.

[c] The distribution rate is not constant and is subject to change.

[d] Represents VMTP Shares and TOB Trusts as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to VMTP Shares and TOB Trusts, minus the sum of its accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 5.

Performance

Returns for the six months ended October 31, 2017 were as follows:

	Returns Based On	
	Market Price	*NAV*
BKN[a][b]	2.63%	5.69%
Lipper General & Insured Municipal Debt Funds (Leveraged)[c]	2.34%	3.81%

[a] All returns reflect reinvestment of dividends and/or distributions at actual reinvestment prices.

[b] The Trust s discount to NAV widened during the period, which accounts for the difference between performance based on market price and performance based on NAV.

[c] Average return. Returns reflect reinvestment of dividends and/or distributions at NAV on the ex-dividend as calculated by Lipper.

Past performance is not indicative of future results. Performance results may include adjustments made for financial reporting purposes in accordance with U.S. generally accepted accounting principles.

The following discussion relates to the Trust s absolute performance based on NAV:

U.S. municipal bonds rallied in the six-month period due to the combination of fading prospects for tax reform during the early spring and summer, a positive balance of supply and demand in the market, and budget agreements in Illinois and Connecticut. Longer-term bonds outpaced shorter-term issues, reflecting the backdrop of muted inflation data and expectations for continued monetary policy tightening by the Fed.

Portfolio income, enhanced by leverage, produced the largest positive contribution to performance in a period characterized by a mild decline in municipal bond yields. (Prices and yields move in opposite directions.)

The Trust s positions in longer-term bonds contributed positively. From a sector perspective, allocations to the tobacco, corporate and tax-backed (state) sectors contributed as yield spreads generally tightened in those areas. Municipal bonds subject to the AMT, which outperformed in anticipation of possible tax law changes, also performed well. Exposure to lower-rated issues was a further contributor. Positions in lower-coupon bonds, which tend to have above-average interest-rate sensitivity, added value as well.

The Trust utilized a mix of U.S. Treasury futures contracts to help manage the risk of rising interest rates. This strategy did not have a material effect on performance.

Holdings on the shorter end of the yield curve, while producing positive returns, lagged somewhat due to the increase in short-term yields.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Trust Summary as of October 31, 2017 (continued) **BlackRock Investment Quality Municipal Trust, Inc.**

Market Price and Net Asset Value Per Share Summary

	10/31/17	*4/30/17*	*Change*	*High*	*Low*
Market Price	$ 14.61	$ 14.59	0.14%	$ 15.75	$ 14.55
Net Asset Value	$ 15.87	$ 15.39	3.12%	$ 16.08	$ 15.35

Market Price and Net Asset Value History For the Past Five Years

Overview of the Trust s Total Investments*

SECTOR ALLOCATION

Sector	*10/31/17*	*4/30/17*
Health	21%	23%
County/City/Special District/School District	19	15
Transportation	16	14
Education	15	16
Utilities	9	9
State	8	12
Tobacco	6	5
Corporate	6	6

For Trust compliance purposes, the Trust s sector classifications refer to one or more of the sector subclassifications used by one or more widely recognized market indexes or rating group indexes, and/or as defined by the investment adviser. These definitions may not apply for purposes of this report, which may combine such sector subclassifications for reporting ease.

CALL/MATURITY SCHEDULE [c]

Calendar Year Ended December 31,	
2017	4%
2018	5
2019	5
2020	7
2021	10

[c] Scheduled maturity dates and/or bonds that are subject to potential calls by issuers over the next five years.

* Excludes short-term securities.

CREDIT QUALITY ALLOCATION [(a)]

Credit Rating	*10/31/17*	*4/30/17*
AAA/Aaa	5%	5%
AA/Aa	38	43
A	31	29
BBB/Baa	15	15
BB/Ba	3	3
B	2	1
N/R[(b)]	6	4

[(a)] For financial reporting purposes, credit quality ratings shown above reflect the highest rating assigned by either Standard & Poor s (S&P) or Moody s Investors Service (Moody s) if ratings differ. These rating agencies are independent, nationally recognized statistical rating organizations and are widely used. Investment grade ratings are credit ratings of BBB/Baa or higher. Below investment grade ratings are credit ratings of BB/Ba or lower. Investments designated N/R are not rated by either rating agency. Unrated investments do not necessarily indicate low credit quality. Credit quality ratings are subject to change.

[(b)] The investment adviser evaluates the credit quality of unrated investments based upon certain factors including, but not limited to, credit ratings for similar investments and financial analysis of sectors and individual investments. Using this approach, the investment adviser has deemed certain of these unrated securities as investment grade quality. As of October 31, 2017 and April 30, 2017, the market value of unrated securities deemed by the investment adviser to be investment grade each represents 1% and less than 1%, respectively, of the Trust s total investments.

Investment Objective

BlackRock Long-Term Municipal Advantage Trust s (BTA) (the Trust) investment objective is to provide current income exempt from regular U.S. federal income tax. The Trust seeks to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in municipal obligations and derivative instruments with exposure to such municipal obligations, in each case that are expected to pay interest or income that is exempt from U.S. federal income tax (except that the interest may be subject to the U.S. federal alternative minimum tax). The Trust invests, under normal market conditions, primarily in long-term municipal bonds with a maturity of more than ten years at the time of investment and, under normal market conditions, the Trust s municipal bond portfolio will have a dollar-weighted average maturity of greater than 10 years. The Trust may invest directly in such securities or synthetically through the use of derivatives.

No assurance can be given that the Trust s investment objective will be achieved.

Trust Information

Symbol on NYSE	BTA
Initial Offering Date	February 28, 2006
Yield on Closing Market Price as of October 31, 2017 ($11.94)[(a)]	5.48%
Tax Equivalent Yield[(b)]	9.68%
Current Monthly Distribution per Common Share[(c)]	$0.0545
Current Annualized Distribution per Common Share[(c)]	$0.6540
Economic Leverage as of October 31, 2017[(d)]	39%

(a) Yield on closing market price is calculated by dividing the current annualized distribution per share by the closing market price. Past performance does not guarantee future results.

(b) Tax equivalent yield assumes the maximum marginal U.S. federal tax rate of 43.4%, which includes the 3.8% Medicare tax. Actual tax rates will vary based on income, exemptions and deductions. Lower taxes will result in lower tax equivalent yields.

(c) The distribution rate is not constant and is subject to change.

(d) Represents VRDP Shares and TOB Trusts as a percentage of total managed assets, which is the total assets of the Trust, including any assets attributable to VRDP Shares and TOB Trusts, minus the sum of its accrued liabilities. For a discussion of leveraging techniques utilized by the Trust, please see The Benefits and Risks of Leveraging on page 5.

Performance

Returns for the six months ended October 31, 2017 were as follows:

	Returns Based On	
	Market Price	*NAV*
BTA[(a)(b)]	5.20%	5.08%
Lipper General & Insured Municipal Debt Funds (Leveraged)[(c)]	2.34%	3.81%

(a) All returns reflect reinvestment of dividends and/or distributions at actual reinvestment prices.
(b) The Trust s discount to NAV narrowed during the period, which accounts for the difference between performance based on market price and performance based on NAV.
(c) Average return. Returns reflect reinvestment of dividends and/or distributions at NAV on the ex-dividend as calculated by Lipper.

Past performance is not indicative of future results. Performance results may include adjustments made for financial reporting purposes in accordance with U.S. generally accepted accounting principles.

The following discussion relates to the Trust s absolute performance based on NAV:

U.S. municipal bonds rallied in the six-month period due to the combination of fading prospects for tax reform during the early spring and summer, a positive balance of supply and demand in the market, and budget agreements in Illinois and Connecticut. Longer-term bonds outpaced shorter-term issues, reflecting the backdrop of muted inflation data and expectations for continued monetary policy tightening by the Fed.

Concentrations in longer-dated securities maturing in the 20-year range and longer contributed to Trust performance. The Trust s use of leverage also boosted returns by enhancing income and amplifying the effect of rising bond prices.

The Trust s allocation to BBB-rated investment-grade debt aided results, as did its positions in bonds rated below investment grade. Positions in the health care and project finance sectors further helped performance.

The Trust utilized a mix of U.S. Treasury futures contracts to help manage the risk of rising interest rates. This strategy was tactically adjusted throughout the period, resulting in a modestly negative contribution to performance.

Positions in shorter-dated bonds, including high-quality pre-refunded securities, hurt results at a time in which shorter-term bonds lagged. The Trust s more-seasoned holdings also detracted due to the premium amortization that occurred as the bonds approached their call and maturity dates. (When a bond s price trades at a premium over its face value, the difference is amortized over time. A premium occurs when the price of the bond has increased due to a decline in interest rates.) Additionally, positions in higher-quality securities underperformed relative to lower-quality issues.

The views expressed reflect the opinions of BlackRock as of the date of this report and are subject to change based on changes in market, economic or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

Market Price and Net Asset Value Per Share Summary

	10/31/17	*4/30/17*	*Change*	*High*	*Low*
Market Price	$ 11.94	$ 11.66	2.40%	$ 12.54	$ 11.55
Net Asset Value	$ 12.55	$ 12.27	2.28%	$ 12.67	$ 12.26

Market Price and Net Asset Value History For the Past Five Years

Overview of the Trust s Total Investments*

SECTOR ALLOCATION

Sector	*10/31/17*	*4/30/17*
County/City/Special District/School District	21%	16%
Health	17	19
Education	12	11

Net increase in cash and cash equivalents	17.7	18.2
Cash and cash equivalents - beginning of period	76.3	35.3
Cash and Cash Equivalents - End of Period	$ 94.0	$ 53.5

See accompanying notes to unaudited condensed consolidated financial statements

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

A. O. SMITH CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2010

(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2010 are not necessarily indicative of the results expected for the full year. It is suggested that the accompanying condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the company s latest Annual Report on Form 10-K filed with the SEC on February 26, 2010.

On April 22, 2009, A. O. Smith Corporation (the company) closed on a merger transaction with Smith Investment Company (SICO). The merger was approved by the company s stockholders on April 14, 2009.

The transaction between the company and SICO has been accounted for as a reverse acquisition with SICO as the accounting acquirer and the company (which is the surviving entity for legal purposes) as the accounting acquiree. As this is a common control transaction under Accounting Standards Codification (ASC) 805 Business Combinations (formerly FAS 141(R)) the transaction is accounted for as an equity transaction under ASC 810-10 Consolidations (formerly FAS 160). The acquisition of a noncontrolling interest does not require purchase accounting.

Furthermore, because SICO is the continuing reporting entity for accounting purposes, the reports filed by the company as the surviving corporation in the transaction will parallel the financial reporting required under GAAP and SEC reporting rules as if SICO were the legal successor as of the date of the transaction. Accordingly, prior period financial information presented in the company s financial statements reflects the historical activity of SICO.

On January 19, 2009, SICO distributed all of its assets and liabilities other than its ownership of A. O. Smith stock. These assets and liabilities related primarily to the multicolor printing business conducted through Berlin Industries and the commercial warehousing, trucking and packaging business conducted through Central States Distribution Service, Inc.

Certain prior year amounts have been reclassified to conform to 2010 presentation.

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2. Inventories (dollars in millions)

	June 30, 2010	December 31, 2009
Finished products	$ 163.8	$ 142.9
Work in process	47.4	41.3
Raw materials	114.4	99.4
	325.6	283.6
LIFO reserve	(68.5)	(68.5)
	$ 257.1	$ 215.1

3. Restricted Marketable Securities

The company acquired GSW Inc. (GSW) on April 3, 2006. GSW operated a captive insurance company (Captive) to provide product liability and general liability insurance to its subsidiary American Water Heater Company (American). The company decided to cover American s prospective liability exposures with its existing insurance programs and all product liability claims for events which occurred prior to July 1, 2006 will be financed by the Captive. The reinsurance company restricts the amount of capital which must be maintained by the Captive and this restricted amount was $12.4 million at June 30, 2010. The $12.4 million is invested in short-term securities and is included in other non-current assets on the company s balance sheet on June 30, 2010. During the first six months of 2010 and 2009 the captive liquidated $4.6 million and $8.9 million of short term securities and paid the company a dividend of $4.6 and $8.9 million. The company used the proceeds to pay down debt.

4. Long-Term Debt

The company has a $425 million multi-currency revolving credit agreement with eight banks. The facility expires February 17, 2011 and has an accordion provision which allows it to be increased up to $500 million if certain conditions (including lender approval) are satisfied. Borrowing rates under the facility are determined by the company s leverage ratio.

Borrowings under the bank credit lines and commercial paper borrowings are supported by the $425 million revolving credit agreement. As the revolving credit agreement expires in less than one year, outstanding borrowings of bank lines, credit lines and commercial paper are classified as short term debt at June 30, 2010.

5. **Product Warranties** (dollars in millions)

The company offers warranties on the sales of certain of its products and records an accrual for the estimated future claims. The following table presents the company s warranty liability activity for the six months ended June 30, 2010 and 2009, respectively.

	2010	2009
Balance at January 1	$ 112.9	$ 111.8
Expense	36.7	34.7
Claims settled	(34.6)	(38.4)
Balance at June 30	$ 115.0	$ 108.1

The company has recorded a current receivable of $12.1 million to recover certain costs from a vendor under an arrangement which existed prior to entering into litigation with the vendor in Tennessee State Court. The company believes collection of the receivable and any future amounts to be recovered related to this litigation is probable (possible future amounts could reach an additional $9 million to $18 million).

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6. Comprehensive Earnings (dollars in millions)

The company s comprehensive earnings are comprised of net earnings, foreign currency translation adjustments, adjustments to minimum pension liability and post retirement obligations, and realized and unrealized gains and losses on cash flow derivative instruments.

	Three Months Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Net earnings	$ 16.6	$ 23.7	$ 47.4	$ 32.3
Other comprehensive earnings (loss):				
Foreign currency translation adjustments	(3.6)	2.0	(2.7)	0.2
Adjustment to additional minimum pension liability and post retirement obligation less related income tax provision (benefit) of: 2010 - $(0.1) and $(0.1) 2009 - $1.1 and $1.1	(0.1)	1.7	(0.1)	1.7
Unrealized net (loss) gains on cash flow derivative instruments less related income tax provision (benefit): 2010 - $(3.9) and $(2.8) 2009 - $11.7 and $23.4	(6.2)	18.2	(4.6)	36.5
Less comprehensive (earnings) loss attributable to noncontrolling interest	-	(3.4)	0.1	(20.6)
Reclass of Accumulated Comprehensive Loss associated with noncontrolling interest	-	(179.7)	-	(179.7)
Comprehensive earnings (loss)	$ 6.7	$ (137.5)	$ 40.1	$ (129.6)

7. Earnings per Share of Common Stock

The numerator for the calculation of basic and diluted earnings per share is net earnings attributable to A. O. Smith Corporation and excludes the noncontrolling interest. The following table sets forth the computation of basic and diluted weighted-average shares used in the earnings per share calculations:

	Three Months Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Denominator for basic earnings per share - weighted average shares	30,512,035	25,106,099	30,453,271	17,355,114
Effect of dilutive stock options, restricted stock and share units	229,265	104,524	222,931	45,347
Denominator for diluted earnings per share	30,741,300	25,210,623	30,676,202	17,400,461

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7. Earnings per Share of Common Stock (continued)

The weighted average shares presented above have been impacted by the accounting treatment of the company s transaction with SICO which closed on April 22, 2009 and is discussed in more detail in Note 1 to the Notes to Condensed Consolidated Financial Statements. The primary accounting impact of the SICO transaction is in the calculation of earnings per share since the accounting rules require the use of SICO adjusted average shares outstanding rather than A. O. Smith Corporation average shares outstanding prior to the closing. The SICO adjusted average shares outstanding reflect the historical shares of SICO multiplied by their exchange ratio from the April 22, 2009 merger transaction. Subsequent to the closing, A. O. Smith Corporation average shares are used in the calculation.

8. Stock Based Compensation

The company adopted the A. O. Smith Combined Incentive Compensation Plan (the plan) effective January 1, 2007. The plan is a continuation of the A. O. Smith Combined Executive Incentive Compensation Plan which was originally approved by shareholders in 2002. The plan provides for the issuance of 1,250,000 stock options, restricted stock or share units. At the company s annual meeting of stockholders on April 14, 2009, an amendment to the plan was approved to increase the authorized shares of Common Stock under the plan by 1,250,000. Additionally, any shares that would have been available for stock options, restricted stock or share units under the predecessor plan, if that plan was in effect, will be available for granting of share based awards under the plan. The number of shares available for granting of options, restricted stock or share units at June 30, 2010 was 1,429,105 Upon stock option exercise, restricted stock grant, or share unit vesting, shares are issued from treasury stock.

Total stock based compensation cost recognized in the three month periods ended June 30, 2010 and 2009 was $1.4 million and $1.2 million, respectively. Total stock based compensation cost recognized in the six month periods ended June 30, 2010 and 2009 was $3.3 million and $2.7 million, respectively.

Stock Options

The stock options granted in the six month periods ended June 30, 2010 and 2009, have three year pro-rata vesting from the date of grant. Stock options are issued at exercise prices equal to the fair value of Common Stock on the date of grant. For active employees, all options granted in 2010 and 2009 expire ten years after date of grant. Options are expensed ratably over the three year vesting period. Stock based compensation cost attributable to stock options in the three month periods ended June 30, 2010 and 2009 was $0.6 million and $0.4, respectively. Stock based compensation expense attributable to stock options in the six month periods ended June 30, 2010 and 2009 was $1.3 million and $1.0 million, respectively. Included in the stock option expense for the six month periods ended June 30, 2010 and 2009 is expense associated with the accelerated vesting of stock option awards for certain employees who either are retirement eligible or become retirement eligible during the vesting period.

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8. Stock Based Compensation (continued)

Changes in option shares, all of which are Common Stock, were as follows for the six months ended June 30, 2010:

	Weighted-Avg. Per Share Exercise Price	Six Months Ended June 30, 2010	Average Remaining Contractual Life	Aggregate Intrinsic Value (dollars in millions)
Outstanding at January 1, 2010	$ 28.36	1,087,167		
Granted	41.90	158,000		
Exercised	18.99	(133,334)		
Outstanding at June 30, 2010	33.18	1,111,833	8 years	$16.7
Exercisable at June 30, 2010	$ 32.27	646,367	7 years	$10.3

The weighted-average fair value per option at the date of grant during the six months ended June 30, 2010 and 2009 using the Black-Scholes option-pricing model, was $15.29 and $8.18, respectively. Assumptions were as follows:

	Six Months Ended June 30,	
	2010	2009
Expected life (years)	6.4	6.4
Risk-free interest rate	3.6%	2.8%
Dividend yield	1.9%	2.8%
Expected volatility	38.7%	35.0%

The expected life is based on historical exercise behavior and the projected exercise of unexercised stock options. The risk free interest rate is based on the U.S. Treasury yield curve in effect on the date of grant for the expected life of the option. The expected dividend yield is based on the expected annual dividends divided by the grant date market value of our common stock. The expected volatility is based on the historical volatility of our common stock.

Restricted Stock and Share Units

Participants may also be awarded shares of restricted stock or share units under the plan. The company granted 68,401 and 105,534 share units under the plan in the six month periods ended June 30, 2010 and 2009, respectively. The share units were valued at $2.9 million and $3.0 million at the date of issuance in 2010 and 2009, respectively based on the company s stock price at the date of grant and will be recognized as compensation expense ratably over the three-year vesting period. Share based compensation expense attributable to share units of $0.8 million was recognized in the three month periods ended June 30, 2010 and 2009. Share based compensation attributable to share units of $2.0 million and $1.7 million was recognized in the six month periods ended June 30, 2010 and 2009, respectively. Share based compensation expense recognized in the six month periods ended June 30, 2010 and 2009 included expense associated with accelerated vesting of share unit awards for certain employees who either are retirement eligible or will become retirement eligible during the vesting period.

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8. Stock Based Compensation (continued)

A summary of share unit activity under the plan is as follows:

	Number of Units	Weighted-Average Grant Date Value
Issued and unvested at January 1, 2010	317,516	$ 33.01
Granted	68,401	41.90
Vested	(62,600)	38.76
Issued and unvested at June 30, 2010	323,317	$ 33.77

9. Pensions (dollars in millions)

The following table presents the components of the company s net pension expense.

	Three Months Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Service cost	$ 2.0	$ 1.9	$ 4.3	$ 4.2
Interest cost	11.7	12.7	23.4	25.1
Expected return on plan assets	(15.6)	(15.2)	(30.8)	(30.4)
Amortization of net unrecognized loss	4.5	2.4	8.9	5.4
Amortization of prior service cost	(0.5)	0.1	(0.5)	0.2
Defined benefit plan expense	$ 2.1	$ 1.9	$ 5.3	$ 4.5

In 2009, the company made contributions totaling $50.8 million and is not required to make a contribution in 2010. The company did make a contribution in June 2010 for $20 million and an additional contribution of $10 million at the end of July 2010.

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10. Operations by Segment (dollars in millions)

	Three Months Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Net sales				
Water Products	$ 374.9	$ 337.1	$ 741.7	$ 676.1
Electrical Products	198.3	162.4	356.1	306.1
Inter-segment sales	(0.7)	(0.8)	(1.9)	(1.8)
	$ 572.5	$ 498.7	$ 1,095.9	$ 980.4
Operating earnings				
Water Products [(1),(4)]	$ 7.8	$ 36.5	$ 51.7	$ 65.6
Electrical Products [(2)]	25.9	7.6	40.2	4.6
Inter-segment earnings	-	-	(0.1)	(0.1)
	33.7	44.1	91.8	70.1
Corporate expenses [(3)]	(12.6)	(11.2)	(25.9)	(22.7)
Interest expense	(2.7)	(3.1)	(5.3)	(6.3)
Earnings before income taxes	18.4	29.8	60.6	41.1
Provision for income taxes	1.8	6.1	13.2	8.8
Earnings from continuing operations	$ 16.6	$ 23.7	$ 47.4	$ 32.3
[(1)] includes equity loss in joint venture of :	$ -	$ (0.2)	$ (0.1)	$ (0.2)
[(2)] includes pre-tax restructuring and other charges/(income) of:	$ (0.4)	$ -	$ 0.5	$ 0.5
[(3)] includes pre-tax restructuring and other charges of:	$ -	$ -	$ -	$ 1.0
[(4)] includes flood related expense of:	$ 34.2	$ -	$ 34.2	$ -

11. Restructuring and Other Charges

Electrical Products Restructuring and Other Costs

December 31, 2009 balances represent miscellaneous costs yet to be paid related to plant closings in Scottsville, KY and Mebane, NC, which were completed prior to December 31, 2009, and severance accruals for the Shenzhen, China plant closing.

In the first six months of 2009, $0.5 million of expense was recognized for equipment move costs related to the plant closings mentioned above. In the first six months of 2010, $0.7 million of expense for severance costs associated with the Shenzhen closure was incurred. Production ceased in Shenzhen in the second quarter of 2010.

The following table presents an analysis of the company s Electrical Products restructuring reserve as of and for the six months ended June 30, 2010 (dollars in millions):

	Severance Costs	Other	Total
Balance at December 31, 2009	$ 0.3	$ 0.5	$ 0.8
Expense recognized	0.8	0.1	0.9
Payments	(0.1)	(0.1)	(0.2)

Balance at March 31, 2010	1.0	0.5	1.5
Expense recognized	(0.1)	(0.3)	(0.4)
Payments	(0.8)	0.5	(0.3)
Balance at June 30, 2010	$ 0.1	$ 0.7	$ 0.8

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11. Restructuring and Other Charges (continued)

Other Charges

In the first quarter of 2009, the company recognized in corporate expense a $1.0 million loss on the sale of a vacated facility from a previously owned business.

12. Fair Value Measurements

The company adopted ASC 820 Fair Value Measurements and Disclosures (formerly SFAS 157) on January 1, 2008. ASC 820, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring basis or nonrecurring basis. ASC 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Assets and liabilities measured at fair value are based on the market approach which are prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Assets measured at fair value on a recurring basis are as follows (dollars in millions):

Fair Value Measurement Using	June 30, 2010	December 31, 2009
Quoted Prices in Active Markets for Identical Assets (Level 1)	$ 3.2	$ 12.7
Significant Other Observable Inputs (Level 2)	7.4	5.2
Total Net Derivative Contracts	$ 10.6	$ 17.9

There were no changes in our valuation techniques used to measure fair values on a recurring basis as a result of adopting ASC 820.

13. Derivative Instruments

ASC 815 Derivatives and Hedging (formerly SFAS No. 133), as amended, requires that all derivative instruments be recorded on the balance sheet at fair value and establishes criteria for designation and effectiveness of the hedging relationships. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as a part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, the company must designate the hedging instrument, based upon the exposure hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation.

The company designates that all of its hedging instruments are cash flow hedges. For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (OCI), net of tax, and is reclassified into earnings in the same line item

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13. Derivative Instruments (continued)

associated with the forecasted transaction and in the same period or periods during which the hedged transaction affects earnings. The amount by which the cumulative change in the value of the hedge more than offsets the cumulative change in the value of the hedged item (i.e., the ineffective portion) is recorded in earnings, net of tax, in the period the ineffectiveness occurs.

The company utilizes certain derivative instruments to enhance its ability to manage currency and interest rate exposures as well as raw materials price risk. Derivative instruments are entered into for periods consistent with the related underlying exposures and do not constitute positions independent of those exposures. The company does not enter into contracts for speculative purposes. The contracts are executed with major financial institutions with no credit loss anticipated for failure of the counterparties to perform.

Commodity Futures Contracts

In addition to entering into supply arrangements in the normal course of business, the company also enters into futures contracts to fix the cost of certain raw material purchases, principally copper and aluminum, with the objective of minimizing changes in cost due to market price fluctuations. The hedging strategy for achieving this objective is to purchase commodities futures contracts on the open market of the London Metals Exchange (LME), Shanghai Futures Exchange (SHFE) or over the counter contracts based on the LME. With one of its brokers, the company is required to make cash deposits on unrealized losses on commodity derivative contracts that exceed $10.0 million.

The after-tax gain of the effective portion of the contracts of $1.9 million as of June 30, 2010 was recorded in accumulated other comprehensive loss, and will be reclassified into cost of products sold in the period in which the underlying transaction is recorded in earnings. The effective portion of the contracts will be reclassified within one year. Commodity hedges outstanding at June 30, 2010 are a total of approximately 18.1 million pounds of copper and aluminum.

Foreign Currency Forward Contracts

The company is exposed to foreign currency exchange risk as a result of transactions in currencies other than the functional currency of certain subsidiaries. The company utilizes foreign currency forward purchase and sale contracts to manage the volatility associated with foreign currency purchases, sales and certain intercompany transactions in the normal course of

business. Principal currencies include the Mexican peso, Chinese renminbi, Canadian dollar and Euro.

Gains and losses on these instruments are recorded in accumulated other comprehensive loss, net of tax, until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive loss to the statement of earnings. The assessment of effectiveness for forward contracts is based on changes in the forward rates. These hedges have been determined to be effective.

The majority of the amounts in accumulated other comprehensive loss for cash flow hedges is expected to be reclassified into earnings within one year and all of the hedges will be reclassified into earnings no later than May 14, 2012.

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13. Derivative Instruments (continued)

The following table summarizes, by currency, the contractual amounts of the company s foreign currency forward contracts.

June 30 (dollars in millions)	2010		2009	
	Buy	Sell	Buy	Sell
Euro	$ 2.7	$ 0.8	$ 3.0	$ 0.9
Canadian dollar	-	44.2	-	20.5
Chinese renminbi	70.6	-	37.4	-
Mexican peso	104.8	-	82.6	-
Total	$ 178.1	$ 45.0	$ 123.0	$ 21.4

Interest Rate Swap Agreement

The company is exposed to interest rate risk as a result of its floating rate borrowings under its revolving credit facility. The company uses interest rate swaps to manage this risk. As of June 30, 2010 the company had one interest rate swap outstanding in the amount of $25 million that expires in November 2010.

The interest rate swap is designated and accounted for as a cash flow hedge of floating rate debt. Gains and losses on this instrument are recorded in accumulated other comprehensive loss, net of tax, until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive loss to the statement of earnings. The assessment of effectiveness for the interest rate swap is based on changes in floating rate interest rates. This swap has been determined to be perfectly effective.

The impact of cash flow hedges on the company s financial statements is as follows (dollars in millions):

Fair value of derivative instruments:

		Fair Value	
		June 30,	December 31,
(dollars in millions)	Balance Sheet Location	2010	2009
Commodities contracts	Accrued liabilities	$ (0.5)	$ -
	Other current assets	3.8	12.7
Foreign currency contracts	Accrued liabilities	(0.2)	(0.6)
	Other current assets	8.0	6.8
Interest rate swap contract	Accrued liabilities	(0.5)	(1.0)
Total		$ 10.6	$ 17.9

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13. Derivative Instruments (continued)

The effect of derivative instruments on the Statement of Earnings for the quarter ended June 30:

Derivatives in ASC 815 cash flow hedging relationships	Amount of gain/(loss) recognized in OCI on derivative (effective portion)		Location of gain/(loss) reclassified from Accumulated OCI into earnings (effective portion)	Amount of gain/(loss) reclassified from Accumulated OCI into earnings (effective portion)		Location of gain/(loss) recognized in earnings on derivative (ineffective portion)	Amount of gain/(loss) recognized in earnings on a derivative (ineffective portion)	
	2010	2009		2010	2009		2010	2009
Commodities contracts	$ (4.3)	$ 9.0	Cost of products sold	$ 3.6	$ (10.3)	Cost of products sold	$ -	$ 0.2
Foreign currency contracts	0.2	6.4	Cost of products sold	2.6	(3.9)	N/A	-	-
Interest rate swap contract	-	(0.1)	Interest expense	(0.3)	(0.3)	N/A	-	-
	$ (4.1)	$ 15.3		$ 5.9	$ (14.5)		$ -	$ 0.2

The effect of derivative instruments on the Statement of Earnings year to date June 30:

Derivatives in ASC 815 cash flow hedging relationships	Amount of gain/(loss) recognized in OCI on derivative (effective portion)		Location of gain/(loss) reclassified from Accumulated OCI into earnings (effective portion)	Amount of gain/(loss) reclassified from Accumulated OCI into earnings (effective portion)		Location of gain/(loss) recognized in earnings on derivative (ineffective portion)	Amount of gain/(loss) recognized in earnings on a derivative (ineffective portion)	
	2010	2009		2010	2009		2010	2009
Commodities contracts	$ (2.3)	$ 18.4	Cost of products sold	$ 7.2	$ (26.0)	Cost of products sold	$ -	$ 0.8
Foreign currency contracts	5.8	6.7	Cost of products sold	4.2	(8.6)	N/A	-	-
Interest rate swap contract	-	(0.2)	Interest expense	(0.6)	(0.5)	N/A	-	-
	$ 3.5	$ 24.9		$ 10.8	$ (35.1)		$ -	$ 0.8

14. Income Taxes

The effective tax rates for the second quarter and first half of 2010 were 9.8 percent and 21.7 percent, respectively, and included a discrete $13.3 million tax credit on the $34.2 million charge for flood related expenses. The 2009 second quarter and first half effective tax rates were 20.3 percent and 21.3 percent, respectively, and included a discrete $2.3 million favorable adjustment, including a $1.9 million adjustment in deferred taxes comprised mostly of a retroactive reduction in the rate of the China water heater operation for achieving high technology status.

As of June 30, 2010 and December 31, 2009 the company had $4.5 million of unrecognized tax benefits of which $3.9 million would affect the effective tax rate if recognized. The company recognizes interest and potential penalties related to unrecognized tax benefits as a component of income tax expense.

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14. Income Taxes (continued)

The company s U.S. federal tax returns for 2006-2009 are subject to audit. The company is subject to state and local audits for the years 2004-2009. The company is also subject to non-U.S. income tax examinations for years 2002-2009.

15. Ashland City, TN Facility Flood

Starting May 3, 2010, production at the company s largest water heater manufacturing plant located in Ashland City, TN was temporarily shut down due to record flooding of the Cumberland River. Water heater production was shifted to other company plants located in the United States, Canada and Mexico. The company has resumed some production at the Ashland City, TN plant in June 2010 although it is not expected to reach pre-flood production levels until the end of 2010.

As of June 30, 2010, the company has recorded flood related expense of $34.2 million, net of insurance proceeds, consisting of the following:

Repair or write off of buildings and equipment	$ 37.2
Net inventory loss	15.4
Site cleanup and restoration	13.6
	66.2
Less: insurance proceeds	32.0
Total flood related expense	$ 34.2

Site cleanup and restoration began as soon as the flood waters subsided. The company engaged outside contractors to pump out water and clean and sanitize the facilities and the grounds of the manufacturing facility prior to access by company personnel. Employees normally engaged in the production of water heaters were utilized in the cleanup and repair of the facility and equipment, assessment and recovery of inventories and other aspects of the site restoration. Internal and external costs associated with site cleanup and restoration totaled $13.6 million.

The buildings and equipment of the Ashland City, TN plant sustained damages due to the severe flooding. As of June 30, 2010, restoration of certain manufacturing equipment and office space is still in process. The carrying value of fixed assets destroyed in the flood were written off, totaling $13.7 million. An additional $23.5 million was expensed to repair and refurbish damaged equipment to pre-flood condition.

The net inventory loss, totaling $15.4 million, includes the cost of raw materials, work-in-process and finished good inventories that were not able to be used or sold due to flood damage.

Insurance proceeds

The company maintains property damage and business interruption insurance coverage applicable to its Ashland City, TN plant totaling $30 million. The company also has federal flood insurance policies for an additional $3.3 million, of which $2 million is expected to be recovered. As of June 30, 2010 the company has received insurance proceeds of $30 million and has set up a receivable for the $2 million federal flood insurance recovery.

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15. Ashland City, TN Facility Flood (continued)

Government Assistance

In addition, the company has sought assistance from the State of Tennessee as well as local governmental agencies as incentive to reinvest in the Ashland City Facility. Those incentives are expected to be in the form of grants, tax credits and the purchase of certain property. When completed, the benefits, collectively, are expected to be approximately $7 million in 2010.

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PART I - FINANCIAL INFORMATION

ITEM 2 - MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

A. O. Smith Corporation is a leading manufacturer of water heating equipment and electric motors, serving a diverse mix of residential, commercial and industrial end markets principally in the United States with a growing international presence. Our company is comprised of two reporting segments: Water Products and Electrical Products. Our Water Products business manufactures and markets a comprehensive line of residential gas and electric water heaters, standard and specialty commercial water heating equipment, high efficiency copper tube boilers, water treatment products and water system tanks. Our Electrical Products business manufactures and markets a comprehensive line of hermetic motors, fractional horsepower alternating current (AC) and direct current (DC) motors. In 2009, we had net sales of approximately $2.0 billion, with 69 percent attributable to our Water Products business and 31 percent attributable to our Electrical Products business.

Our Water Products water heater operations in China grew significantly in the second quarter and first half of 2010. We expect this growth to continue at a rate of two to three times the growth in China GDP as market share gains and new product introductions contributed to our growth. The North American residential and commercial markets for our Water Products segment remain weak due to the relatively low number of housing starts and lack of commercial construction activity. We expect our 2010 residential growth to be slightly positive and our commercial sales to be down less than five percent.

Water Products recognized a pretax charge of $34.2 million in the second quarter of 2010 for expenses related to damages to its water heater manufacturing facility located in Ashland City, TN caused by record flooding of the Cumberland River. This facility was temporarily shut down and production of water heaters was transferred to our other water heater manufacturing facilities in the United States, Canada and Mexico. Some production activities have resumed at the facility prior to the end of the second quarter and it is anticipated that operations will return to normal by the end of 2010. Some sales orders were lost, however we believe all customers have been retained.

The progress of our new water treatment business in China has been slower than anticipated due to a number of unforeseen challenges, and we now expect this business to break even in 2010. We continue to expect strong long-term opportunities in the water purification industry in China and plan to introduce A. O. Smith branded water purification products for the China retail segment during the third quarter.

On July 1, we created a joint venture with Takagi Industrial Co., Ltd, of Fuji-city, Shizuoka, Japan, to market and manufacture tankless water heaters in North America. As part of the venture, we are taking over the management of Takagi s North American sales and distribution organization. Last year, we estimate the industry sold approximately 400,000 tankless water heaters in North America and we expect the market to grow by 10 percent in each of the next couple years.

During the second quarter of 2010, we began production of residential water heaters for the Indian market at our plant located just outside of Bangalore, India.

Our Electrical Products segment experienced increased sales in the second quarter due to higher global demand for motors and restocking of depleted inventories ahead of the summer selling

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season by its North American OEM customers. The largest volume increases were in the HVAC segment, which includes residential hermetic motors used in air conditioning compressors and in the pump motor segment. At this point in the year, it is difficult to predict if these trends will continue.

RESULTS OF OPERATIONS

SECOND QUARTER AND FIRST SIX MONTHS OF 2010 COMPARED TO 2009

Sales in the second quarter of 2010 were $572.5 million or 14.8 percent higher than sales of $498.7 million in the second quarter of 2009. Sales for the first half of 2010 increased by $115.5 million to $1,095.9 million from $980.4 million in the same period last year. The increased sales for both the second quarter and first half of 2010 resulted from higher water heater sales in China and Canada, improved demand in our global electric motors markets and replenishment of depleted motor inventories by North American customers.

Net earnings for the second quarter of 2010 were $16.6 million or $0.54 per diluted share and included a $34.2 million pretax charge or $0.68 per diluted share for the one time cost associated with the flood that disrupted operations of our largest water heater manufacturing plant located in Ashland City, TN during the second quarter. The 2010 second quarter earnings compared to reported net earnings of $21.3 million or $0.84 per diluted share in the second quarter of 2009. Our reported earnings per share under GAAP for 2009 have been impacted by required accounting related to the company s transaction with Smith Investment Company (SICO), which closed on April 22, 2009 and is discussed in more detail in Note 1 of the Notes to Condensed Consolidated Financial Statements. For accounting purposes, the former controlling shareholder, SICO, is treated as the acquirer even though A. O. Smith Corporation (the company) is the surviving corporation from a legal standpoint. 2009 earnings and earnings per share amounts reported by the company include SICO earnings and shares outstanding as adjusted by the exchange ratio of the merger.

The primary impact of the SICO transaction is in the calculation of earnings per share because the accounting rules require the use of SICO adjusted shares prior to closing. The 2010 second quarter and first half earnings and per share amounts are unaffected by the SICO transaction. Eliminating the impact of the transaction as set forth in the table on the following page, non-GAAP net earnings were $23.7 million or $0.79 per diluted share in the second quarter of 2009 and compared to the previously mentioned net earnings of $16.6 million or $0.54 per share in the second quarter of 2010. Net earnings for the first six months of 2010 were $47.5 million or $1.55 per diluted share and compared to reported net earnings of $24.0 million or $1.38 per share in the first six months of 2009. Eliminating the impact of the SICO transaction, non-GAAP net earnings was $32.4 million or $1.07 per diluted share in the first half of 2009.

We believe that presenting this non-GAAP financial information permits investors to compare the financial results of the business operations for the current period to the historical financial results for the company. Although 2010 financial information is not impacted by the transaction, we will continue to present non-GAAP earnings per share information during 2010 for purposes of comparing the financial results of the current period to the historical financial results of the company. Management also used the non-GAAP information in 2009 for all internal purposes of reporting results of operations including return on investment measures utilized in determining incentive-based compensation and employee profit sharing amounts. Following is a reconciliation of GAAP to non-GAAP earnings and earnings per share as discussed above.

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A. O. SMITH CORPORATION

Reconciliation of Non-GAAP Data

In millions, except per share amounts

	Second Quarter Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Net Earnings, as reported	$ 16.6	$ 21.3	$ 47.5	$ 24.0
Add: Non-GAAP adjustments attributable to net earnings of non-controlling interest and SICO expenses	$ -	$ 2.4	$ -	$ 8.4
Adjusted Earnings	$ 16.6	$ 23.7	$ 47.5	$ 32.4
Average Common shares outstanding, as reported[(1)]	30.7	25.2	30.7	17.4
Add: Non-GAAP adjustments to weighted average Common shares attributable to non-controlling interest	-	5.0	-	12.8
Adjusted average Common shares outstanding	30.7	30.2	30.7	30.2
Earnings per Share, as reported	$ 0.54	$ 0.84	$ 1.55	$ 1.38
Adjusted Earnings per Share	$ 0.54	$ 0.79	$ 1.55	$ 1.07

The non-GAAP presentation of adjusted earnings per share should not be construed as an alternative to the results reported in accordance with U.S. GAAP. It is provided solely to assist in the investor s understanding of the impact of these items on the comparability of the company s operations.

(1) Reported shares are calculated as the weighted average of SICO shares as adjusted for the exchange ratio of the merger transaction prior to the closing and A. O. Smith shares after the closing

Our gross profit margins are unaffected by the aforementioned SICO transaction and in the second quarter of 2010 increased to 27.7 percent from 24.5 in the second quarter of 2009. Our gross profit margin for the first half of 2010 increased to 27.6 percent from 22.8 percent in the same period of 2009. The significantly higher margins for both the second quarter and first half of 2010 were due to increased volume at both operating segments and lower operating costs especially in our electric motors facilities where our margin improvement programs implemented over the past few years continue to provide cost savings. The gross profit margin in the first half of 2010 also benefited from lower material costs.

Selling, general and administrative expenses in the second quarter and first half of 2010 were higher than the same periods in 2009 by $15.4 million and $28.2 million, respectively. The increase in SG&A in both the second quarter and first half of 2009 was due to higher selling and advertising costs in support of increased volume in China, additional SG&A associated with our water purification acquisition and increased expense for incentive compensation programs due to improved earnings.

The company recognized a pretax charge of $34.2 million in the second quarter for flood damage to our water heater manufacturing facility located in Ashland City, TN caused by extremely heavy

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rainfall on May 1st and 2nd of 2010. This facility was temporarily shut down and production of water heaters was transferred to our other water heater manufacturing facilities in the United States, Canada and Mexico. Site cleanup and restoration began as soon as the flood water subsided. The total direct cost for the flood damage is estimated to be $66.2 million and includes: repair of buildings and equipment, site cleanup and restoration and write off of inventory and fixed assets. Insurance proceeds are estimated to be $32.0 million resulting in a net charge for direct flood related expenses of $34.2 million. Additional detail is provided in Note 15 of the Notes to Condensed Consolidated Financial Statements. Some production activities resumed at the Ashland City facility prior to the end of the second quarter and it is anticipated that operations will return to normal by 2010 year end. Some individual sales orders were lost however all customers have been retained.

Restructuring income of $0.4 million associated with revised estimated asset disposal costs relative to the closure of our Shenzhen motor facility in China was recognized in the second quarter of 2010. Restructuring charges of $0.5 million comprised of Shenzhen net severance payments and miscellaneous payments associated with the plant closings in Scottsville, KY and Mebane, NC were recognized in the first half of 2010. Restructuring and other charges of $1.5 million in the first half of 2009 were comprised of a $1.0 million loss on sale of a vacated facility from a previously owned business, which was recognized in corporate expense, and $0.5 million of equipment move costs associated with certain Electrical Products plant closures.

Interest expense for the second quarter and first six months of 2010 decreased from 2009 by $0.4 million and $1.0 million, respectively, due to lower debt levels.

We have significant pension benefit costs and credits that are developed from actuarial valuations. The valuations reflect key assumptions regarding among other things, discount rates, expected return on assets, retirement ages, and years of service. Consideration is given to current market conditions, including changes in interest rates in making these assumptions. Our assumptions for the expected rate of return on plan assets is 8.75 percent in 2010, unchanged from 2009. The discount rate used to determine net periodic costs decreased from 6.6 percent in 2009 to 5.8 percent in 2010. Pension expense for the first half of 2010 was $5.3 million or $0.8 million higher than the first half of 2009. Total pension expense for 2010 is expected to be $10.5 million compared to $8.3 million in 2009. Our pension costs are reflected in cost of products sold and selling, general and administrative expense.

Our effective tax rates for the second quarter and first half of 2010 were 9.8 percent and 21.7 percent, respectively, and included a discrete $13.3 million tax credit on the $34.2 million charge for flood related expenses. The 2009 second quarter and first half effective tax rates were 20.3 percent and 21.3 percent, respectively, and included a discrete $2.3 million favorable adjustment, including a $1.9 million adjustment in deferred taxes comprised mostly of a retroactive reduction in the rate of our China water heater operation for achieving high technology status.

For the second quarter and first six months of 2009, the net earnings attributable to noncontrolling interest are comprised of the portion of A. O. Smith Corporations earnings not attributable to SICO shareholders through the closing of the transaction on April 22, 2009.

Water Products

Second quarter sales for our Water Products segment were $374.9 million or $37.8 million higher than the second quarter of 2009. First half sales in 2010 were $741.7 million or $65.6 million higher than the same period in 2009. The sales increase in both the second quarter and first half of 2010 was due to significantly higher sales in China including sales of $9.3 million in the second quarter and $16.1 million in the first half from our recently acquired water purification business and increased sales in Canada.

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Second quarter operating earnings for our Water Products segment were $7.8 million or $28.7 million lower than the second quarter of 2009. First half operating earnings were $51.7 million or $13.9 million lower than the same period in 2009. Both the second quarter and first half of 2010 included a $34.2 million pretax charge for costs associated with the flood. Significantly higher sales of higher margin water heaters in China and increased volume in Canada contributed to an improvement in operating earnings which was more than offset by the flood expense in both the second quarter and first half of 2010 when compared to the same periods in 2009.

Electrical Products

Second quarter sales for our Electrical Products segment were $198.3 million or $35.9 million higher than the second quarter of 2009. Sales for the first half of 2010 were $356.1 million or $50.0 million higher than the same period in 2009. The increase in sales for the quarter and first half resulted from higher volume in all major market segments, most notably the North American pump and residential air conditioning market, as demand for hermetic motors for residential compressors was strong.

Operating profit for our Electrical Products segment improved substantially to $25.9 million in the second quarter of 2010 compared to $7.6 million in the second quarter of 2009. First half operating earnings in 2010 were $40.2 million surpassing earnings in the same period of 2009 by $35.6 million. The improved earnings in 2010 were due to higher volumes, lower operating costs, ongoing process improvement activities and increased sales of new products.

Outlook

The company s operating outlook remains strong, as does the demand for our products. Looking forward, we are cautious about the fragile nature of the global recovery, and we recognize the seasonality of our motor business. Our 2010 full-year earnings estimate, including the one-time charge for the flood, is a range of $3.05 to $3.25 per share.

Liquidity & Capital Resources

Our working capital, excluding short-term debt, was $293.2 million at June 30, 2010, $44.5 million greater than at December 31, 2009. The higher working capital was due to higher cash balances in China and higher accounts receivable and inventory levels related primarily to higher volumes at Electrical Products. This investment in working capital was partially offset by higher accounts payable balances at both businesses, a portion of which is related to flood expenses at the Ashland City, Tennessee facility.

Cash provided by operating activities during the first six months of 2010 was $50.0 million compared with $91.1 million during the same period last year. A larger investment in working capital needed to support increases in sales during the first half of 2010 compared with the same period in 2009 was partially offset by higher earnings. For the total year 2010, we expect cash provided by operating activities to be approximately $140 to $150 million.

Our capital expenditures totaled $21.9 million during the first half of 2010, essentially the same as the $21.6 million spent one year ago. We are projecting 2010 capital expenditures to be between $90 and $100 million with approximately $20 million spent in the second half of the year as a result of the Tennessee flooding. Full year depreciation and amortization is expected to be approximately $70 million.

In February 2006, we completed a $425 million multi-currency credit facility with eight banks which expires in February, 2011. The facility has an accordion provision which allows it to be increased up to $500 million if certain conditions (including lender approval) are satisfied. Borrowing rates under the facility are determined by our leverage ratio. The facility requires us to maintain two financial covenants, a leverage ratio test and an interest coverage test, and we were in compliance with the covenants during the entire quarter ending June 30, 2010. We plan to have the replacement for this facility in place in the third quarter or early fourth quarter of 2010, and we do not anticipate any problems completing the new facility at this time.

The facility backs up commercial paper and credit line borrowings. As the credit facility expires in less than one year, our commercial paper and credit line borrowings, as well as drawings under the facility, are classified as short-term debt. At June 30, 2010, we had available borrowing capacity of $300.6 million under this facility. We believe the combination of available borrowing capacity and operating cash flow will provide sufficient funds to finance our existing operations for the foreseeable future.

Our total debt decreased $8.5 million from $253.2 million at December 31, 2009 to $244.7 million at June 30, 2010. Our leverage, as measured by the ratio of total debt to total capitalization, was 23% at the end of the quarter down slightly from the 24% at the end of last year.

Our pension plan continues to meet all funding requirements under ERISA regulations. We are not required to make a contribution in 2010; however, we made a $20 million contribution to the pension plan in the second quarter, and total contributions to the pension plan will be $30 million in 2010.

GSW, Inc operated a captive insurance company to provide product liability and general liability insurance to its subsidiary, American Water Heater Company. We decided to cover American s liability exposures with our existing insurance programs and operate the captive in runoff effective July 1, 2006. The reinsurance company restricts the amount of capital which must be maintained by the captive. At June 30, 2010, the restricted amount was $12.4 million and is included in other non-current assets. The restricted assets are invested in money market securities. The captive paid a dividend of $4.6 million to us in the second quarter, and it was used to pay down debt.

On July 23, 2010, our board of directors increased the quarterly dividend from $.195 per share on our common stock and Class A common stock to $.21 per share, an 8 percent increase. The dividend is payable on August 16, 2010 to shareholders of record on July 30, 2010.

Critical Accounting Policies

The preparation of our consolidated financial statements is in conformity with accounting principles generally accepted in the United States which requires the use of estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements. The critical accounting policies that we believe could have the most significant effect on our reported results or require complex judgment by management are contained in Item 7, Management s Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K for the year ended December 31, 2009. We believe that at June 30, 2010 there has been no material change to this information.

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Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued an amendment to Accounting Codification Statement (ASC) Topic 8820, Fair Value Measurements and Disclosures . The amendment to Topic 820 improves disclosures about fair value measurements by requiring disclosure of transfers in and out of levels 1 and 2 as well as additional disclosures related to level 3 inputs. We adopted the amendment to ASC 820 on January 1, 2010. Adoption of this amendment did not have a material impact on our consolidated financial condition, results of operations or cash flows.

In May 2009, the FASB issued ASC Sub-topic 855-10 (formerly Statement of Financial Accounting Standards (SFAS) No. 165), Subsequent Events. Sub-topic 855-10 addresses the types and timing of events that should be reported in the financial statements for events that occur between the balance sheet date and the date the financial statements are issued or available to be issued. We reviewed events for possible inclusion in the financial statements through the date the financial statements were available to be issued.

In March 2008, the FASB issued ASC Sub-topic 815-10, Derivatives and Hedging . Sub-topic 815-10 (formerly SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, an Amendment of FASB No. 133), is intended to improve transparency in financial reporting by requiring enhanced disclosures of an entity s derivative instruments and hedging activities and their effects on the entity s financial position, financial performance, and cash flows. ASC 815-10 applies to all derivative instruments within the scope of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, (SFAS 133). It also applies to non-derivative hedging instruments and all hedged items designated and qualifying under SFAS 133 and is effective prospectively for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This pronouncement encourages, but does not require, comparative disclosures for periods prior to its initial adoption. We adopted ASC 815-10 on January 1, 2009. Adoption of this statement did not have a material impact on our consolidated financial condition, results of operations or cash flows.

In December 2007, the FASB issued ASC Sub-topic 810-10-65, Consolidations , (formerly SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51). This pronouncement changes the accounting and reporting for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. This new consolidation method changes the accounting for transactions with minority interest holders and is effective beginning in 2009. We adopted ASC 810-10-65 on January 1, 2009. Adoption of this statement has impacted our accounting for the SICO transaction as well as the acquisition of Tianlong Holding Co., Ltd. and has been incorporated in the accompanying financial statements.

In December 2007, the FASB issued ASC Sub-topic 805-10, Business Combinations , (formerly SFAS No. 141(R)). ASC 805-10 requires us to continue to follow prior guidance for certain aspects of business combinations, with additional guidance provided defining the acquirer, recognizing and measuring the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree, assets and liabilities arising from contingencies, defining a bargain purchase and recognizing and measuring goodwill or a gain from a bargain purchase. In addition, certain transaction costs previously capitalized as part of the purchase price will be expensed as incurred. Also, under ASC 805-10 adjustments associated with changes in tax contingencies that occur after the one year measurement period are recorded as adjustments to income. This statement is effective for all business combinations for which the acquisition date is on or after the beginning of an

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entity s first fiscal year that begins after December 15, 2008; however, the guidance in this standard regarding the treatment of income tax contingencies is retrospective to business combinations completed prior to January 1, 2009. We have adopted ASC 805-10 on January 1, 2009 and incorporated the impact of this statement in the accounting for the SICO transaction and the acquisition of Tianlong Holding Co., Ltd.

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ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As is more fully described in our annual report on Form 10-K for the year ended December 31, 2009, we are exposed to various types of market risks, including currency and certain commodity risks. Our quantitative and qualitative disclosures about market risk have not materially changed since that report was filed. We monitor our currency and commodity risks on a continuous basis and generally enter into forward and futures contracts to minimize these exposures. The majority of the contracts are for periods of less than one year. Our company does not engage in speculation in our derivative strategies. It is important to note that gains and losses from our forward and futures contract activities are offset by changes in the underlying costs of the transactions being hedged.

ITEM 4 CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the principal executive officer and principal financial officer concluded that the disclosure controls and procedures were effective as of June 30, 2010 to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC rules and forms, and to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding disclosure.

Changes in internal control over financial reporting

There have been no significant changes in the Company s internal control over financial reporting during the quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Forward Looking Statements

This filing contains statements that the company believes are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as may, will, expect, intend, estim anticipate, believe, forecast, guidance or words of similar meaning. These forward-looking statements are subject to risks and uncertainties th could cause actual results to differ materially from those anticipated as of the date of this release. Factors that could cause such a variance include the following: significant volatility in raw material prices; competitive pressures on the company s businesses; inability to implement pricing actions; negative impact of future pension contributions on the company s ability to generate cash flow; instability in the company s electric motor and water products markets; further weakening in housing construction; further weakening in commercial construction; timing of any recoveries in housing or commercial construction; a slowdown in the Chinese economy; further adverse changes in customer liquidity and general economic and capital market conditions; the impact of acquisition accounting or non-GAAP financial measures on the company s financial statements; difficulties in integrating the China acquisition or the North American tankless water heater joint venture; challenges in realizing future growth and profit expectations for the China acquisition or the North American tankless joint venture and potential negative impacts on the company that the flooding of its Ashland City, Tenn.,

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water heater manufacturing plant may have. Forward-looking statements included in this filing are made only as of the date of this filing, and the company is under no obligation to update these statements to reflect subsequent events or circumstances. All subsequent written and oral forward-looking statements attributed to the company, or persons acting on its behalf, are qualified entirely by these cautionary statements.

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PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

There have been no material changes in the legal and environmental matters discussed in Part 1, Item 3 and Note 14 of the Notes to Consolidated Financial Statements in the company s Form 10-K Report for the year ended December 31, 2009, which is incorporated herein by reference.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On December 14, 2007, the company s board of directors approved a new stock repurchase program authorizing the purchase of up to one million shares of the company s common stock. This stock repurchase authorization remains effective until terminated by the company s board of directors. The following table sets forth the number of shares of common stock the company repurchased during the first half of 2010.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that may Yet be Purchased Under the Plans or Programs
January 1 June 30, 2010	-	-	-	1,000,000

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

Refer to the Exhibit Index on page 31 of this report.

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SIGNATURES

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

	A. O. SMITH CORPORATION
August 4, 2010	/s/John J. Kita John J. Kita Senior Vice President Corporate Finance & Controller
August 4, 2010	/s/Terry M. Murphy Terry M. Murphy Executive Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit Number	Description
10.1	Change in Directors Compensation
31.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32	Written Statement of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
101	The following materials from A. O. Smith Corporation s Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 are furnished herewith, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statement of Earnings for the three and six months ended June 30, 2010 and 2009, (ii) the Condensed Consolidated Balance Sheets as of June 30, 2010 and December 31, 2009, (iii) the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2010 and 2009 and (iv) the Notes to Condensed Consolidated Financial Statements.

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