

EMERSON ELECTRIC CO
Form 4
October 02, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERS CHARLES A

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO, 8000 W FLORISSANT

(Street)

ST LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Exec. V. P.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|--------------------|--|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 09/30/2008 | | M ⁽¹⁾ | | 32,000 <u>(1)</u> | A <u>(1)</u> | 2) 367,048 | D | | |
| Common Stock | 09/30/2008 | | F ⁽³⁾ | | 13,585 <u>(3)</u> | D <u>(3)</u> | \$ 39,965 <u>(4)</u> | 353,463 | D | |
| Common Stock | | | | | | | 6,313.838 | I | 401(k) plan | |
| Common Stock | | | | | | | 6,487.416 | I | 401(k) excess plan | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units ⁽¹⁾ | <u>(5)</u> | 09/30/2008 | | <u>M</u> ⁽¹⁾ | 32,000 <u>(1)</u> | <u>(1)</u> <u>(1)</u> | Common Stock | 32,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERS CHARLES A C/O EMERSON ELECTRIC CO 8000 W FLORISSANT ST LOUIS, MO 63136 | X | | Sr. Exec. V. P. | |

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A. Peters
 10/02/2008
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of 32,000 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (32,000 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the achievement of financial targets for the performance period ended September 30, 2007. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.
- (2) Price is not applicable to the acquisition or vesting of the restricted stock units described in Note 1 or to the acquisition of Issuer common stock upon such vesting.
- (3) Shares withheld for taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.

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(4) Fair market value on date of the vesting described in Note 1.

(5) Each restricted stock unit represented a contingent right to receive one share of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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