#### **EMERSON ELECTRIC CO**

Form 4

October 02, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

Symbol

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCHLUETER RICHARD J

may continue.

|   |                                      | •                                    | Symbol EMERSON ELECTRIC CO [EMR]                       |  |              |          | (Charlad all and Earla) |  |                  |                |  |
|---|--------------------------------------|--------------------------------------|--|--|--------------|----------|-------------------------|--|------------------|----------------|--|
| (Last) (First) (Middle)  C/O EMERSON ELECTRIC CO, 8000 W FLORISSANT |                                      |                                      | (Mon   | te of Earliest of the control of the | Fransaction  | n        |                         | (Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  VP & Chief Accounting Officer                           |                  |                |  |
| (Street) ST LOUIS, MO 63136   |                                      |                                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)   |              |          |                         | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                  |                |  |
|   | (City)                               | (State)                              | (Zip)  | Гable I - Non-   | -Derivativ   | e Secu   | rities Acqu             | ired, Disposed of  | , or Beneficiall | y Owned        |  |
|   | 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>any<br>(Month/Day/Ye. | rate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  |              |          |                         | 5. Amount of Securities Ownership Indirect Owned (D) or Owner Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)                |                  |                |  |
|   | Common<br>Stock                      | 09/30/2008                           |  | M(1)   | 5,104<br>(1) | A<br>(1) | <u>(2)</u>              | 44,153   | D                |                |  |
|   | Common<br>Stock                      | 09/30/2008                           |  | F(3)   | 1,657<br>(3) | D<br>(3) | \$<br>39.965<br>(4)     | 42,496   | D                |                |  |
|   | Common<br>Stock                      |                                      |  |  |              |          |                         | 1,337.184  | I                | 401(k)<br>plan |  |
|   | Common                               |                                      |  |  |              |          |                         | 352.506  | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Pr<br>Deri<br>Secu<br>(Inst |
|---|---|---|---|---|---|---------------------|--------------------|---|--|--------------------------------|
|   |   |   |   | Code V                                  | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                |
| Restricted<br>Stock<br>Units (1)                    | <u>(5)</u>  | 09/30/2008                              |   | M(1)                                    | 5,104<br>(1)  | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock   | 5,104                                  |                                |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHLUETER RICHARD J C/O EMERSON ELECTRIC CO 8000 W FLORISSANT ST LOUIS, MO 63136

VP & Chief Accounting Officer

## **Signatures**

/s/ Timothy G. Westman, Attorney-in-Fact for Richard J. Schlueter

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).
- Vesting of 5,104 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (5,104 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.

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- (3) Shares withheld for taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.