

GALVIN WALTER J
Form 4
December 22, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GALVIN WALTER J

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVE.

(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)

12/19/2008

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. VP & CFO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/19/2008 | | J ⁽¹⁾ | V 84,000 D ⁽¹⁾ / ₍₂₎ | 134,447 | D | |
| Common Stock | 12/19/2008 | | J ⁽¹⁾ | V 84,000 A ⁽¹⁾ / ₍₂₎ | 274,000 | I | JGM Investors, LP ⁽³⁾ |
| Common Stock | | | | | 47,052 | I | Spouse |
| Common Stock | | | | | 3,226 | I | Trust-Daughter Megan ⁽⁴⁾ |
| Common Stock | | | | | 3,226 | I | Trust-Son Greg ⁽⁴⁾ |

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| | | | |
|--------------|-----------|---|------------------------------|
| Common Stock | 3,226 | I | Trust-Son Jeff <u>(4)</u> |
| Common Stock | 15,287.38 | I | 401(k) plan |
| Common Stock | 8,283.612 | I | 401(k) excess plan |

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

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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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (right to buy) | \$ 26.415 | 12/19/2008 | | G ⁽⁵⁾ | V | | 1 | 10/16/2002 ⁽⁶⁾ | 01/16/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 26.415 | 12/19/2008 | | G ⁽⁵⁾ | V | 1 | | 10/16/2002 ⁽⁶⁾ | 01/16/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 26.415 | 12/19/2008 | | J ⁽⁸⁾ | V | | 56,659 | 10/16/2002 ⁽⁶⁾ | 01/16/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 26.415 | 12/19/2008 | | J ⁽⁸⁾ | V | 56,659 | | 10/16/2002 ⁽⁶⁾ | 01/16/2012 | Common Stock |
| Employee Stock Option | \$ 31.6275 | 12/19/2008 | | G ⁽⁵⁾ | V | | 1 | 10/05/2005 ⁽⁶⁾ | 10/05/2014 | Common Stock |

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When taken together with other options that were issued to the Reporting Person having the same grant date, exercise price and expiration date, all such options together vested in three annual installments beginning on the date indicated.

- (7) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See note 3 for more information regarding The Galvin Family Trust.

Transfer of a fractional interest in nonqualified stock options for estate planning purposes from the Reporting Person to The Galvin

- (8) Family Trust pursuant to Rule 16a-13 and Rule 16b-5. The Reporting Person is also receiving a promissory note in favor of the Reporting Person in an amount equal to the appraised value of the transferred stock options as owned by The Galvin Family Trust.

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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