GALVIN WALTER J

Form 4

December 22, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GALVIN WALTER J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EMERSON ELECTRIC CO [EMR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
C/O EMERSON ELECTRIC			12/19/2008	X Officer (give title Other (specify		
CO., 8000 W	. FLORISS	ANT AVE.		below) Sr. Exec. VP & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST. LOUIS,	MO 63136			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

Person

(City)	(State)	(Zip) Tal	Non-	Derivative	cquired, Dispos	ed of, or Ben	eficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	12/19/2008		Code $J_{(1)}$	V V	Amount 84,000	(D)	Price (1) (2)	134,447	D	
Common Stock	12/19/2008		J <u>(1)</u>	V	84,000	A	<u>(1)</u> <u>(2)</u>	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

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Common Stock	3,226	I	Trust-Son Jeff
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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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 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. Transa Code (Instr.		5. Number of ionDerivative 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 an
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		G(5)		(11)	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 <u>(8)</u>	V		56,659	10/16/2002 <u>(6)</u>	01/16/2012	Common Stock
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		J(8)	V	56,659		10/16/2002 <u>(6)</u>	01/16/2012	Common Stock
Employee Stock Option	\$ 31.6275	12/19/2008		G(5)	V		1	10/05/2005 <u>(6)</u>	10/05/2014	Common Stock

(right to buy)							
Employee Stock Option (right to buy)	\$ 31.6275	12/19/2008	G ⁽⁵⁾ V 1		10/05/2005 <u>(6)</u>	10/05/2014	Common Stock
Employee Stock Option (right to buy)	\$ 31.6275	12/19/2008	J <u>(8)</u> V	160,519	10/05/2005(6)	10/05/2014	Common Stock
Employee Stock Option (right to buy)	\$ 31.6275	12/19/2008	J <u>(8)</u> V 160,51	9	10/05/2005 <u>(6)</u>	10/05/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136	X		Sr. Exec. VP & CFO			

Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Walter J.
Galvin 12/22/2008

**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) Contribution for estate planning purposes pursuant to Rule 16a-13 and Rule 16b-5 in exchange for a limited partnership interest in JGM Investors, LP.
- (2) Price is not applicable to this transaction.
 - JGM Investors, LP is a limited partnership of which The Galvin Family Trust and The Reporting Person's spouse are the general partners. The Galvin Family Trust is the controlling general partner of JGM Investors, LP. The Reporting Person's children are the trustees of The
- (3) Galvin Family Trust and The Reporting Person's spouse and children are the beneficiaries. The Reporting Person and The Galvin Family Trust together have a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (4) The Reporting Person disclaims beneficial ownership.
- (5) Bona fide gift of a nonqualified stock option for estate planning purposes by the Reporting Person to The Galvin Family Trust.

(6)

Reporting Owners 3

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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. 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.