

EMERSON ELECTRIC CO

Form 4

November 27, 2007

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

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

OMB APPROVAL

OMB
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(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)

11/23/2007

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/23/2007		J ⁽¹⁾	V	11,176	D	⁽¹⁾ ⁽²⁾	48,812	I	W. J. Galvin Family Limited Partnership ⁽³⁾
Common Stock	11/23/2007		J ⁽¹⁾	V	11,176	A	⁽¹⁾ ⁽²⁾	88,228	I	Spouse
Common Stock	11/23/2007		J ⁽⁴⁾	V	48,812	D	⁽²⁾ ⁽⁴⁾	0	I	W. J. Galvin Family Limited Partnership ⁽³⁾
Common Stock	11/23/2007		J ⁽⁴⁾	V	48,812	A	⁽²⁾ ⁽⁴⁾	48,812	I	Galvin Family Trust ⁽¹²⁾
	11/23/2007		J ⁽⁵⁾	V	48,812	D	⁽²⁾ ⁽⁵⁾	0	I	

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Common Stock									Galvin Family Trust ⁽¹²⁾
Common Stock	11/23/2007	J ⁽⁵⁾	V	48,812	A	(2) ⁽⁵⁾	299,114	D	
Common Stock	11/26/2007	G ⁽⁶⁾	V	41,176	D	(7)	47,052	I	Spouse
Common Stock	11/26/2007	G ⁽⁶⁾	V	41,176	A	(7)	340,290	D	
Common Stock	11/26/2007	M ⁽⁸⁾		29,574 ⁽⁸⁾	A	\$ 32.0313	369,864	D	
Common Stock	11/26/2007	F ⁽⁹⁾		17,385 ⁽⁹⁾	D	\$ 54.485	352,479	D	
Common Stock	11/26/2007	F ⁽¹⁰⁾		3,536 ⁽¹⁰⁾	D	\$ 54.485	348,943	D	
Common Stock	11/26/2007	M ⁽¹¹⁾		28,636 ⁽¹¹⁾	A	\$ 21.2813	377,579	D	
Common Stock	11/26/2007	F ⁽⁹⁾		11,184 ⁽⁹⁾	D	\$ 54.485	366,395	D	
Common Stock	11/26/2007	F ⁽¹⁰⁾		7,407 ⁽¹⁰⁾	D	\$ 54.485	358,988	D	
Common Stock							3,226	I	Trust-Daughter Megan ⁽¹²⁾
Common Stock							3,226	I	Trust-Son Greg ⁽¹²⁾
Common Stock							3,226	I	Trust-Son Jeff ⁽¹²⁾
Common Stock							14,831.277	I	401(k) plan
Common Stock							7,369.32	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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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S	
Employee Stock Option (Right to Buy)	\$ 32.0313	11/26/2007	M ⁽⁸⁾			29,574 ⁽⁸⁾	10/04/2000 ⁽¹³⁾	10/04/2009	Common Stock	29	
Employee Stock Option (Right to Buy)	\$ 21.2813	11/26/2007	M ⁽¹¹⁾			28,636 ⁽¹¹⁾	10/06/2001 ⁽¹⁵⁾	03/06/2010	Common Stock	28	

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 11/27/2007

__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) Transfer for estate planning purposes from the W.J. Galvin Family Partnership to the Reporting Person's spouse pursuant to Rule 16a-13 and Rule 16b-5 in liquidation of the Reporting Person's spouse's ownership interest in the W.J. Galvin Family Partnership.
- (2) Price is not applicable to this transaction.
- (3) The Reporting Person's spouse is the controlling partner of the W. J. Galvin Family Partnership.
- (4) Transfer for estate planning purposes from the W.J. Galvin Family Partnership to the Galvin Family Trust pursuant to Rule 16a-13 and Rule 16b-5. The Reporting Person and his spouse are the trustees of the Galvin Family Trust.
- (5) Transfer for estate planning purposes from the Galvin Family Trust to the Reporting Person pursuant to Rule 16a-13 and Rule 16b-5 in satisfaction of a \$2.9 million note held by the Reporting Person.
- (6) Bona fide gift by the Reporting Person's spouse of 41,176 shares to the Reporting Person.
- (7) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

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- (8) Exercise of 9,360 incentive stock options and 20,214 non-qualified stock options exempt under Rule 16b-3.
- (9) Payment of option exercise price by delivering securities.
- (10) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (11) Exercise of non-qualified stock options exempt under Rule 16b-3.
- (12) The Reporting Person disclaims beneficial ownership.

(13) Options vested as follows: 3,120 shares on 10/4/2000; 3,120 shares on 10/4/2001; and 23,334 shares on 10/4/2002. As previously reported in the Reporting Person's Form 4 filed on 9/21/2007, when taken together with other options having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership and previously exercised, all such options together vested in three equal annual installments beginning on 10/4/2000.

- (14) Price is not applicable to stock options received as incentive compensation.

(15) The exercised options vested on 10/6/2002. The remaining balance vested as follows: 2 shares on 10/6/2001; 4,698 shares on 10/6/2002; and 33,334 shares on 10/6/2003. As previously reported in the Reporting Person's Form 4 filed on 9/21/2007, when taken together with other options having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership and previously exercised, all such options together vested in three equal annual installments beginning on 10/6/2001.

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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