

EMERSON ELECTRIC CO
Form 4
September 21, 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)

09/19/2007

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)
Common Stock	09/19/2007		M ⁽¹⁾	33,330 (1)	A \$ 21.2813 73,492	I	W.J. Galvin Family Partnership ⁽²⁾
Common Stock	09/19/2007		F ⁽³⁾	13,912 (3)	D \$ 50.985 59,580	I	W.J. Galvin Family Partnership ⁽²⁾
Common Stock	09/19/2007		F ⁽⁴⁾	8,242 (4)	D \$ 50.985 51,338	I	W.J. Galvin Family Partnership ⁽²⁾
Common Stock	09/19/2007		M ⁽¹⁾	40,426 (1)	A \$ 32.0313 91,764	I	W.J. Galvin Family

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Common Stock	09/19/2007	F ⁽³⁾	<u>25,397</u> ⁽³⁾	D	\$ 50.985	66,367	I	Partnership ⁽²⁾ W.J. Galvin Family Partnership ⁽²⁾
Common Stock	09/19/2007	F ⁽⁴⁾	<u>6,379</u> ⁽⁴⁾	D	\$ 50.985	59,988	I	W.J. Galvin Family Partnership ⁽²⁾
Common Stock						204,762	D	
Common Stock						77,052	I	Spouse
Common Stock						3,226	I	Trust-Daughter Megan ⁽⁵⁾
Common Stock						3,226	I	Trust-Son Greg ⁽⁵⁾
Common Stock						3,226	I	Trust-Son Jeff ⁽⁵⁾
Common Stock						14,749,998	I	401(k) plan
Common Stock						7,241.164	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 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 Security (Instr. 3 and 4)
Employee Stock Option (right to	\$ 21.2813 ⁽⁶⁾	09/19/2007		M ⁽¹⁾	33,330 ⁽⁶⁾	10/06/2001 ⁽⁷⁾ 03/06/2010	Common Stock

buy)

Employee

Stock

Option \$ 21.2813

(right to (6)

buy)

10/06/2001⁽⁹⁾

03/06/2010

Common
Stock66,
(9)

Employee

Stock

Option \$ 32.0313

(right to (6)

buy)

09/19/2007

M⁽¹⁾

40,426

(6)10/04/2000⁽¹⁰⁾

10/04/2009

Common
Stock40,
(9)

Employee

Stock

Option \$ 32.0313

(right to (6)

buy)

10/04/2000⁽¹¹⁾

10/04/2009

Common
Stock29,
(9)

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

09/21/2007

 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) Exercise of non-qualified stock options exempt under Rule 16b-3.
- (2) The Reporting Person's spouse is the controlling partner of the W.J. Galvin Family Partnership.
- (3) Payment of option exercise price by delivering securities.
- (4) Shares withheld for taxes exempt under Rule 16b-3.
- (5) The Reporting Person disclaims beneficial ownership.
- (6) Share, option and dollar amounts reflect the effect of a 2-for-1 stock split effected in the form of a 100% stock dividend which was paid on December 11, 2006.
- (7) Options vested on 10/6/2001. When taken together with other options as reported on this Form 4 having the same grant date, exercise price and expiration date, but owned directly by the Reporting Person, all such options together vested in three equal annual installments beginning on 10/6/2001.
- (8) Price is not applicable to stock options received as incentive compensation.

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- (9) Options vested as follows: 2 shares on 10/6/2001; 33,334 shares on 10/6/2002; and 33,334 shares on 10/6/2003. When taken together with other options as reported on this Form 4 having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership, all such options together vested in three equal annual installments beginning on 10/6/2001.

- (10) Options vested in two equal annual installments beginning on 10/4/2000. When taken together with other options as reported on this Form 4 having the same grant date, exercise price and expiration date, but owned directly by the Reporting Person, all such options together vested in three equal annual installments beginning on 10/4/2000.

- (11) 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. When taken together with other options as reported on this Form 4 having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership, all such options together vested in three equal annual installments beginning on 10/4/2000.

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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