

EMERSON ELECTRIC CO

Form 4

November 27, 2007

**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

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

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

Edgar Filing: EMERSON ELECTRIC CO - Form 4

Common Stock									Galvin Family Trust <sup>(12)</sup>
Common Stock	11/23/2007	J <sup>(5)</sup>	V	48,812	A	<del>(2)</del> <sup>(5)</sup>	299,114	D	
Common Stock	11/26/2007	G <sup>(6)</sup>	V	41,176	D	<del>(7)</del>	47,052	I	Spouse
Common Stock	11/26/2007	G <sup>(6)</sup>	V	41,176	A	<del>(7)</del>	340,290	D	
Common Stock	11/26/2007	M <sup>(8)</sup>		29,574 <sup>(8)</sup>	A	\$ 32.0313	369,864	D	
Common Stock	11/26/2007	F <sup>(9)</sup>		17,385 <sup>(9)</sup>	D	\$ 54.485	352,479	D	
Common Stock	11/26/2007	F <sup>(10)</sup>		3,536 <sup>(10)</sup>	D	\$ 54.485	348,943	D	
Common Stock	11/26/2007	M <sup>(11)</sup>		28,636 <sup>(11)</sup>	A	\$ 21.2813	377,579	D	
Common Stock	11/26/2007	F <sup>(9)</sup>		11,184 <sup>(9)</sup>	D	\$ 54.485	366,395	D	
Common Stock	11/26/2007	F <sup>(10)</sup>		7,407 <sup>(10)</sup>	D	\$ 54.485	358,988	D	
Common Stock							3,226	I	Trust-Daughter Megan <sup>(12)</sup>
Common Stock							3,226	I	Trust-Son Greg <sup>(12)</sup>
Common Stock							3,226	I	Trust-Son Jeff <sup>(12)</sup>
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.

**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 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)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---



## Edgar Filing: EMERSON ELECTRIC CO - Form 4

- (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.

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.