

EMERSON ELECTRIC CO

Form 4

October 02, 2008

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASHMORE CRAIG W

(Last) (First) (Middle)

C/O EMERSON ELECTRIC
CO., 8000 WEST FLORISSANT
AVENUE

(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)

09/30/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. V.P. - Planning & Develop.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/30/2008		M ⁽¹⁾	Amount 20,000 ⁽¹⁾	(A) or (D) A ⁽¹⁾	Price 106,673 ⁽³⁾	D
Common Stock	09/30/2008		F ⁽⁴⁾	8,490 ⁽⁴⁾	D ⁽⁴⁾	\$ 39.965 ⁽⁵⁾	98,183 D
Common Stock						767.704	I 401(k) plan
Common Stock						1,344.926	I 401(k) excess plan

Edgar Filing: EMERSON ELECTRIC CO - Form 4

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 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 Securities (Instr. 3 and 4)	8. Deemed Exercise Date (Month/Day/Year)
Restricted Stock Units ⁽¹⁾	<u>(6)</u>	09/30/2008		<u>M</u> ⁽¹⁾	20,000 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ASHMORE CRAIG W C/O EMERSON ELECTRIC CO. 8000 WEST FLORISSANT AVENUE ST. LOUIS, MO 63136	Sr. V.P. - Planning & Develop.

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Craig W. Ashmore

10/02/2008

 **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) Vesting of 20,000 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (20,000 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the achievement of financial targets for the performance period ended September 30, 2007. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.
- (2) Price is not applicable to the acquisition or vesting of the restricted stock units described in Note 1 or to the acquisition of Issuer common stock upon such vesting.
- (3) Includes 274 shares acquired under a dividend reinvestment plan since the Reporting Person's last Form 4 filing.

Edgar Filing: EMERSON ELECTRIC CO - Form 4

- (4) Shares withheld for taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.
- (5) Fair market value on date of the vesting described in Note 1.
- (6) Each restricted stock unit represented a contingent right to receive one share of the Issuer's common stock.

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.