

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event  
reported): February 29, 2008

Emerson Electric Co.

(Exact Name of Registrant as Specified in its Charter)

Missouri

1-278

43-0259330

(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

8000 West Florissant Avenue  
St. Louis, Missouri

63136

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

Due to a change in the administrator (from Mercer Trust Company to Vanguard) for the Emerson Electric Co. ("Emerson") Employee Savings Investment Plan, Retirement Savings Plan, Profit Sharing Plan, Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co., Savings Investment Restoration Plan, Network Power Energy Systems North America Inc. Retirement Plan and Savings Investment Plan for Employees in Puerto Rico (the "Plans"), restrictions will be imposed on transactions in Emerson common stock within the Plans during a brief transition period. Specifically, no transactions in Emerson stock will be permitted during a period beginning at 3:00 p.m. Eastern Daylight Time on March 25, 2008 and expected to end during the week of April 6, 2008 through April 12, 2008 (the "Blackout Period"). Interested parties may obtain, without charge, information regarding the Blackout Period by contacting Timothy G. Westman, Vice President, Associate General Counsel and Assistant Secretary, Emerson Electric Co., 8000 W. Florissant Avenue, St. Louis, MO 63136, (314) 553-3822.

Under Regulation BTR, transactions by Emerson directors and executive officers in Emerson securities will be restricted during the Blackout Period. The notice to this effect provided to Emerson's directors and executive officers on March 6, 2008 is included as Exhibit 99.1 to this filing and incorporated herein by reference.

The date Emerson received the notice required by section 101(i)(2)(E) of the Employment Retirement Income Security Act of 1974 was February 29, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number

Description of Exhibits

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERSON ELECTRIC CO.  
(Registrant)

Date: March 6, 2008

By: /s/ Timothy G. Westman  
Timothy G. Westman  
Vice President, Associate General Counsel  
and Assistant Secretary

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	Notice of temporary suspension of trading under the Company's employee benefit plans.

**Director and Executive Officer Notice**

To: Directors and Executive Officers of Emerson Electric Co.

From: F. W. Steeves

Cc: J. L. Bansch – Plan Administrator

Re: Restriction on Transactions in Emerson Electric Co. Equity Securities

Date: March 6, 2008

Due to an upcoming change in the administrator of certain Emerson retirement savings plans, you will be prohibited under SEC Regulation BTR – “Blackout Trading Restrictions” from engaging, directly or indirectly, in most transactions in Emerson stock or related derivative securities for a period starting at 3:00 p.m. Eastern Daylight Time on Tuesday, March 25, 2008 and expected to end during the week of April 6, 2008 through April 12, 2008 (the “Blackout Period”). If you have questions about the specific end date of the Blackout Period, please call Tim Westman, collect, at 314-553-3822 or Cynthia Heath, collect, at 314-553-2157.

Emerson will be changing the administrator (from Mercer HR Services to Vanguard) for the Company’s Employee Savings Investment Plan, Retirement Savings Plan, Profit Sharing Plan, Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co., Savings Investment Restoration Plan, Network Power Energy Systems North America Inc. Retirement Plan and Savings Investment Plan for Employees in Puerto Rico (the “Plans”). As a result of this change, there will be limitations on Emerson stock transactions within the Plans during a brief transition or “blackout” period. Specifically, transactions in the Plans in Emerson common stock will be unavailable starting at 3:00 p.m. Eastern Daylight Time on Tuesday, March 25, 2008 and are expected to again become available during the week of April 6, 2008 through April 12, 2008. Reg. BTR prohibits direct or indirect transactions by insiders (executive officers and directors) in Emerson equity or derivative securities during periods in which Plan participants cannot purchase or sell Emerson stock in the Plans. Accordingly, except as noted below, you should not directly or indirectly acquire or dispose of Emerson equity securities, either within or outside of the Plans, during the Blackout Period.

**Types of Securities and Transactions Affected.** Reg. BTR uses many of the same definitions as Section 16 under the Securities Exchange Act of 1934. For example, “equity security” under Reg. BTR includes not only Emerson stock but “derivative securities” as that term is defined under Section 16. Derivative securities include options on Emerson stock (whether under a Company plan or exchange-traded put and calls), as well as phantom stock accounts. Thus, you should not exercise an Emerson employee stock option during the Blackout period. In addition, any transactions relating to deferrals into Emerson stock under the Deferred Compensation Plan for Non-Employee Directors or the Savings Investment Restoration Plan will be restricted during the Blackout Period. This would include elections to defer into Emerson stock, changes in stock deferral elections and reallocation of deferred amounts into or out of Emerson stock.

**Restrictions on Changes in Indirect Ownership.** Reg. BTR also follows the Section 16 concept of beneficial ownership and “pecuniary interest.” This means the prohibition on transactions during the Blackout Period covers any securities that would be reflected on your Form 4 or Form 5 reports, including: securities beneficially owned by your spouse or minor children; securities beneficially owned

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by adult children who are dependents; securities beneficially owned by other family members who share your home; and securities held by trusts in which you have an interest.

**Permitted Transactions.** Reg. BTR exempts limited types of transactions from blackout trading restrictions, such as dividend reinvestments, gifts and certain transactions involving securities that were not acquired in connection with your service or employment as an Emerson Director or executive officer. However, given the complexity of these rules and the short time period involved, you are urged to avoid any discretionary change in your beneficial ownership of Emerson equity securities during the Blackout period.

If you have any questions or would like more information on this subject, please contact Tim Westman at (314) 553-3822. In particular, any change in your beneficial ownership during the blackout period should be pre-cleared to determine that your transaction qualifies for one of the limited exemptions.