

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): May 6, 2008

Emerson Electric Co.

(Exact Name of Registrant as Specified in Its Charter)

Missouri  
-----  
(State or Other  
Jurisdiction of  
Incorporation)

1-278  
-----  
(Commission  
File Number)

43-0259330  
-----  
(I.R.S. Employer  
Identification Number)

8000 West Florissant Avenue  
St. Louis, Missouri  
-----  
(Address of Principal Executive Offices)

63136  
-----  
(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000  
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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On May 6, 2008, the Board of Directors of Emerson Electric Co. (the "Company") elected William R. Johnson, Chairman, President and Chief Executive Officer of the H. J. Heinz Company, as a Director of the Company. He will stand for election at the Company's 2009 Annual Meeting of Stockholders. Mr. Johnson was also appointed to serve as a member of the Compensation Committee.

As provided for new Directors under the Company's Restricted Stock Plan for Non-Management Directors, on May 6, 2008, Mr. Johnson received an award of 1,355 shares of restricted stock, representing a \$75,000 pro rata award of the \$100,000 restricted stock portion of the annual retainer that was awarded to the Company's other non-management Directors on February 5, 2008. Mr. Johnson will be paid a monthly cash retainer of \$5,833.33, representing the cash portion of the annual retainer payable to all non-management Directors effective May 6, 2008. Mr. Johnson will otherwise be compensated as described under "Director Compensation" in the Company's Proxy Statement for its 2008 Annual meeting of Stockholders, including Board and Committee meeting fees of \$1,500 per meeting, plus expenses.

A copy of the May 8, 2008 press release announcing Mr. Johnson's election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

(d) Exhibits.

Exhibit Number

Description of Exhibits

99.1

Press Release dated May 8, 2008.

## 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: May 8, 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	Press Release dated May 8, 2008.



# news release

**For immediate release**

**For information, contact:**  
Mark Polzin, 314.982.1758

**EMERSON NAMES HEINZ CEO WILLIAM JOHNSON  
TO BOARD OF DIRECTORS**

**ST. LOUIS, May 8, 2008** – William R. Johnson, chairman, president and chief executive officer of H.J. Heinz Company (NYSE:HNZ), has been elected to Emerson's (NYSE:EMR) board of directors, it was announced today by David N. Farr, chairman, CEO and president.

Mr. Johnson, who has served as Heinz's CEO since April 1998, heads a global company with \$10 billion in annual sales and leading brands in more than 200 countries.

"We are very pleased Bill has agreed to join Emerson's board," Farr said. "His experience and strong leadership in managing international operations and global brands will bring a valuable perspective to the company as we continue to grow around the world."

Mr. Johnson joined Heinz in 1982 as general manager. In 1984 he was promoted to vice president-marketing and was named president and CEO of Heinz Pet Products in 1988. In 1992, he assumed leadership of Star-Kist Foods, Inc., and in 1993 he was named senior vice president of Heinz and joined the company's Board of Directors. His responsibilities included Heinz operations in Asia/Pacific, including Australia, New Zealand, China, Thailand and South Korea. Before taking his current post, Mr. Johnson had been named president and chief operating officer in June 1996 and became president and CEO in April 1998.

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Johnson to EMR Board - Add One

Mr. Johnson earned his undergraduate degree from UCLA and his MBA from the University of Texas. He is a member of the Board of Directors of the Grocery Manufacturers of America and is an active member of the University of Texas McCombs School of Business advisory council. Mr. Johnson was inducted into the Hall of Fame at the McCombs School of Business at the University of Texas in 2007.

Mr. Johnson will serve on the Emerson board's compensation committee, and will stand for election at the Company's 2009 Annual Meeting of Stockholders.

**About Emerson**

Emerson (NYSE: EMR), based in St. Louis, is a global leader in bringing technology and engineering together to provide innovative solutions to customers through its network power, process management, industrial automation, climate technologies, and appliance and tools businesses. For more information, visit [Emerson.com](http://Emerson.com).

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