

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>DELLAQUILA FRANK J</u>			2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO [EMR]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP & CFO</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2010</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)			

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	02/09/2010		M ⁽¹⁾		10,302 ⁽¹⁾	A	\$21.2813	133,338	D	
Common Stock	02/09/2010		F ⁽²⁾		3,662 ⁽²⁾	D	\$45.33	129,676	D	
Common Stock	02/09/2010		F ⁽³⁾		1,853 ⁽³⁾	D	\$45.33	127,823	D	
Common Stock								15,797	I	Spouse
Common Stock								610	I	Trust-Son
Common Stock								432	I	401(k) plan
Common Stock								1,070	I	401(k) excess plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy)	\$21.2813	02/09/2010		M ⁽¹⁾			10,302 ⁽¹⁾	10/06/2001 ⁽⁴⁾	03/06/2010	Common Stock	10,302	(5)	0	D	

Explanation of Responses:

1. Exercise of 10,302 non-qualified stock options exempt under Rule 16b-3.

2. Payment of option exercise price by delivering securities.

3. Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.

4. The options became exercisable as follows: 1,666 on 10/6/2001; 6,666 on 10/6/2002; and 1,970 on 10/6/2003. When taken together with other previously exercised options having the same grant date, exercise price and expiration date, all such options together vested in three annual installments beginning on the date indicated.

5. Price is not applicable to stock options received as incentive compensation.

Remarks:

Timothy G. Westman, Attorney-in-Fact for Frank J. Dellaquila 02/11/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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