SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person[*] SCHLUETER RICHARD J	2. Issuer Name **and** Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O EMERSON ELECTRIC CO.

8000 W FLORISSANT

(Street)

ST. LOUIS   MO   63136

(City)   (State)   (Zip)

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

VP & Chief Accounting Officer

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2010

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/21/2010		M[(1)]		10,000[(1)]	A	$26.415	57,127	D	
Common Stock	09/21/2010		F[(2)]		5,027[(2)]	D	$52.535	52,100	D	
Common Stock	09/21/2010		F[(3)]		533[(3)]	D	$52.535	51,567	D	
Common Stock								1,761.858	I	401(k) plan
Common Stock								598.647	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)	$26.415	09/21/2010		M[(1)]			10,000[(1)]	10/16/2002[(4)]	01/16/2012	Common Stock	10,000	[(5)]	0	D	

Explanation of Responses:

1. Exercise of 6,692 incentive stock options and 3,308 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 vested in three equal annual installments beginning on the date indicated.

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

Remarks:

/s/ Timothy G. Westman, Attorney-in-Fact for Richard J. Schlueter   09/23/2010

** 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.

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 Number.