

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>FARR DAVID N</u>	<u>EMERSON ELECTRIC CO [EMR]</u>	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)		<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>C/O EMERSON ELECTRIC CO.</u>	3. Date of Earliest Transaction (Month/Day/Year)	<u>Chairman of Board & CEO</u>
<u>8000 W. FLORISSANT AVENUE</u>	<u>10/04/2010</u>	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>ST. LOUIS MO 63136</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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	10/04/2010		F ⁽¹⁾		50,940 ⁽¹⁾	D	\$53.31	1,129,276	D	
Common Stock	10/04/2010		A ⁽²⁾		80,000 ⁽²⁾	A	⁽³⁾	1,209,276	D	
Common Stock								135,768	I	Spouse
Common Stock								3,723	I	Trust - Daughter
Common Stock								3,723	I	Trust - Son
Common Stock								6,879.957	I	401(k) plan
Common Stock								21,625.184	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$53.31	10/04/2010		A ⁽⁴⁾		250,000 ⁽⁴⁾	10/04/2011 ⁽⁵⁾	10/04/2020	Common Stock	250,000	⁽⁶⁾	250,000	D	

Explanation of Responses:

- 1. Shares withheld for taxes upon vesting of previously-reported stock grant under shareholder approved benefit plan exempt pursuant to Rule 16b-3.
- 2. Grant of restricted stock under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- 3. Price is not applicable to acquisitions resulting from grants of restricted stock.
- 4. Grant of stock options under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- 5. The options become exercisable in three equal annual installments beginning on the date indicated.
- 6. Price is not applicable to stock options received as incentive compensation.

Remarks:

/s/ Timothy G. Westman Attorney-in-Fact for David N. Farr 10/06/2010

** 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.