

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>GALVIN WALTER J</u>  (Last) (First) (Middle) <u>C/O EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT AVENUE</u>  (Street) <u>ST .LOUIS</u> <u>MO</u> <u>63136</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO [ EMR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2011</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Vice Chairman</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	
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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	02/11/2011		M <sup>(1)</sup>		56,680 <sup>(1)</sup>	A	\$26.415	436,162	D	
Common Stock	02/11/2011		F <sup>(2)</sup>		24,489 <sup>(2)</sup>	D	\$61.135	411,673	D	
Common Stock	02/11/2011		F <sup>(3)</sup>		12,756 <sup>(3)</sup>	D	\$61.135	398,917	D	
Common Stock								154,000	I	JGM Investors, LP <sup>(4)</sup>
Common Stock								19,204	I	Spouse
Common Stock								3,226	I	Trust - Daughter Megan <sup>(5)</sup>
Common Stock								3,226	I	Trust - Son Greg <sup>(5)</sup>
Common Stock								16,927.765	I	401(k) plan
Common Stock								11,429.81	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	02/11/2011		M <sup>(1)</sup>			56,680	10/16/2004 <sup>(6)</sup>	01/16/2012	Common Stock	56,680	(7)	0	D	
Employee Stock Option (right to buy)	\$26.415							10/16/2002 <sup>(8)</sup>	01/16/2012	Common Stock	56,660		56,660	I	The Galvin Family Trust <sup>(9)</sup>

Explanation of Responses:

1. Exercise of 3,784 incentive stock options and 52,896 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. JGM Investors, LP is a limited partnership of which The Galvin Family Trust and the Reporting Person's spouse are the general partners. The Galvin Family Trust is the controlling general partner of JGM Investors, LP. The Reporting Person's children are the trustees of The Galvin Family Trust and the Reporting Person's spouse and children are the beneficiaries. The Galvin Family Trust has a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
5. The Reporting Person disclaims beneficial ownership.
6. The exercised options vested as follows: 16,377 on 10/16/2003 and 40,303 on 10/16/2004. When taken together with the unexercised options reported in this Form 4 owned by the Galvin Family Trust and previously exercised options having the same grant date, exercise price and expiration date as the exercised options, all such options together vested in three equal annual installments beginning on 10/16/2002.
7. Price is not applicable to stock options received as incentive compensation.
8. When taken together with previously exercised options and the exercised options reported in this Form 4 owned directly by the Reporting Person having the same grant date, exercise price and expiration date, all such options together vested in three equal annual installments beginning on 10/16/2002.

9. The Reporting Person disclaims beneficial ownership in the options held by The Galvin Family Trust that are beneficially owned by his children. See note 4 for more information regarding The Galvin Family Trust.

**Remarks:**

/s/ Timothy G. Westman, Attorney-  
in-Fact for Walter J. Galvin 02/14/2011

\*\* 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.**