

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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).

<b>1. Name and Address of Reporting Person *</b> <u>GALVIN WALTER J</u>  (Last) (First) (Middle) <u>C/O EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT AVE.</u>  (Street) <u>ST. LOUIS</u> <u>MO</u> <u>63136</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EMERSON ELECTRIC CO [ EMR ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/04/2011</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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>
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	08/04/2011		M <sup>(1)</sup>		35,000 <sup>(1)</sup>	A	\$26.415	35,000	I	The Galvin Family Trust <sup>(2)</sup>
Common Stock								398,917	D	
Common Stock								154,000	I	JGM Investors, LP <sup>(3)</sup>
Common Stock								19,204	I	Spouse
Common Stock								3,226	I	Trust - Daughter Megan <sup>(4)</sup>
Common Stock								3,226	I	Trust - Son Greg <sup>(4)</sup>
Common Stock								17,141.227	I	401(k) plan
Common Stock								11,741.064	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	08/04/2011		M <sup>(1)</sup>			35,000	10/16/2002 <sup>(5)</sup>	01/16/2012	Common Stock	35,000	(6)	21,660	I	The Galvin Family Trust <sup>(2)</sup>

**Explanation of Responses:**

- Exercise of 35,000 non-qualified stock options exempt under Rule 16b-3.
- The Reporting Person disclaims beneficial ownership in the shares and options held by The Galvin Family Trust that are beneficially owned by his children. See note 3 for more information regarding The Galvin Family Trust.
- 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.
- The Reporting Person disclaims beneficial ownership.
- The exercised options vested as follows: 18,886 on 10/16/2002 and 16,114 on 10/16/2003. When taken together with the unexercised options reported in this Form 4 owned by the Galvin Family Trust and previously exercised options owned directly by the Reporting Person 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.
- Price is not applicable to stock options received as incentive compensation.

**Remarks:**

/s/ Timothy G. Westman, Attorney-in-Fact for Walter J. Galvin 08/05/2011

\*\* 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.**