

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

|  |  |   |
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| 1. Name and Address of Reporting Person *<br><u>FARR DAVID N</u><br><br>(Last) (First) (Middle)<br><u>C/O EMERSON ELECTRIC CO.</u><br><u>8000 W. FLORISSANT AVE.</u><br><br>(Street)<br><u>ST LOUIS</u> <u>MO</u> <u>63136</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EMERSON ELECTRIC CO [ EMR ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/07/2011</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman of Board &amp; CEO</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 11/07/2011                           |  | M <sup>(1)</sup>               |   | 174,288 <sup>(1)</sup>  | A          | \$26.415 | 1,716,882   | D  |   |
| Common Stock                    | 11/07/2011                           |  | F <sup>(2)</sup>               |   | 90,751 <sup>(2)</sup>   | D          | \$50.73  | 1,626,131   | D  |   |
| Common Stock                    | 11/07/2011                           |  | F <sup>(3)</sup>               |   | 35,462 <sup>(3)</sup>   | D          | \$50.73  | 1,590,669   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 135,768   | I  | Spouse  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,723   | I  | Trust-Daughter  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,723   | I  | Trust-Son   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 7,233.823   | I  | 401(k) plan   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 24,023.762  | 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   | 11/07/2011                           |  | M <sup>(1)</sup>               |   |  | 174,288 <sup>(1)</sup> | 10/16/2002 <sup>(4)</sup>                                | 01/16/2012      | Common Stock  | 174,288                    | (5)  | 0  | D   |  |

Explanation of Responses:

1. Exercise of 174,288 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. When taken together with previously exercised options having the same grant date, exercise price and expiration date, all such options together vested in three equal annual installments beginning on the date indicated.

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

Remarks:

/s/ Timothy G. Westman, Attorney-in-Fact for David N. Farr 11/09/2011

\*\* 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.

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