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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2008

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________________ to __________________

Commission file number 1-278

EMERSON ELECTRIC CO.

(Exact name of registrant as specified in its charter)

Missouri (State or other jurisdiction of incorporation or organization)	**43-0259330** (I.R.S. Employer Identification No.)
8000 W. Florissant Ave. **P.O. Box 4100** **St. Louis, Missouri** (Address of principal executive offices)	**63136** (Zip Code)

Registrant's telephone number, including area code: **(314) 553-2000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x	Accelerated Filer o
Non-Accelerated Filer o (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common stock of $0.50 par value per share outstanding at April 30, 2008: 780,767,964 shares.

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements.

EMERSON ELECTRIC CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
THREE MONTHS AND SIX MONTHS ENDED MARCH 31, 2007 AND 2008
(Dollars in millions, except per share amounts; unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Net sales	$ 5,394	6,023	10,331	11,543
Costs and expenses:				
Cost of sales	3,455	3,781	6,609	7,291
Selling, general and administrative expenses	1,109	1,252	2,180	2,436
Other deductions, net	39	67	57	70
Interest expense (net of interest income of $7, $12, $14 and $26, respectively)	58	51	117	101
Earnings from continuing operations before income taxes	733	872	1,368	1,645
Income taxes	240	274	433	528
Earnings from continuing operations	493	598	935	1,117
Discontinued operations, net of tax	1	(51)	4	(5)
Net earnings	$ 494	547	939	1,112
Basic earnings per common share:				
Earnings from continuing operations	$ 0.62	0.76	1.17	1.42
Discontinued operations	-	(0.06)	-	(0.01)
Basic earnings per common share	$ 0.62	0.70	1.17	1.41
Dilutive earnings per common share:				
Earnings from continuing operations	$ 0.61	0.75	1.16	1.41
Discontinued operations	-	(0.06)	-	(0.01)
Diluted earnings per common share	$ 0.61	0.69	1.16	1.40
Cash dividends per common share	$ 0.2625	0.3000	0.5250	0.6000

See accompanying Notes to Consolidated Financial Statements.

EMERSON ELECTRIC CO. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in millions, except per share amounts; unaudited)

	September 30, 2007	March 31, 2008
ASSETS		
Current assets		
Cash and equivalents	$ 1,008	1,767
Receivables, less allowances of $86 and $90, respectively	4,260	4,377
Inventories	2,227	2,532
Other current assets	570	762
Total current assets	8,065	9,438
Property, plant and equipment, net	3,431	3,413
Other assets		
Goodwill	6,412	6,658
Other	1,772	1,941
Total other assets	8,184	8,599
	$ 19,680	21,450
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Short-term borrowings and current maturities of long-term debt	$ 404	1,609
Accounts payable	2,501	2,403
Accrued expenses	2,337	2,342
Income taxes	304	234
Total current liabilities	5,546	6,588
Long-term debt	3,372	3,338
Other liabilities	1,990	2,044
Stockholders' equity		
Preferred stock of $2.50 par value per share Authorized 5,400,000 shares; issued - none	-	-
Common stock of $0.50 par value per share Authorized 1,200,000,000 shares; issued 953,354,012 shares; outstanding 788,434,076 shares and 782,377,732 shares, respectively	477	477
Additional paid-in capital	31	188
Retained earnings	12,536	13,169
Accumulated other comprehensive income	382	705
Cost of common stock in treasury, 164,919,936 shares and 170,976,280 shares, respectively	(4,654)	(5,059)
Total stockholders' equity	8,772	9,480
	$ 19,680	21,450

See accompanying Notes to Consolidated Financial Statements.

EMERSON ELECTRIC CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED MARCH 31, 2007 AND 2008
(Dollars in millions; unaudited)

	Six Months Ended March 31,	
	2007	**2008**
Operating activities		
Net earnings	$ 939	1,112
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	328	350
Changes in operating working capital	(464)	(319)
Other (including gains on sales of assets and impairments, see Notes 6 and 10)	72	28
Net cash provided by operating activities	875	1,171
Investing activities		
Capital expenditures	(276)	(306)
Purchases of businesses, net of cash and equivalents acquired	(172)	(440)
Other (including sale of assets, see Notes 6 and 10)	86	168
Net cash used in investing activities	(362)	(578)
Financing activities		
Net increase in short-term borrowings	398	688
Proceeds from long-term debt	248	399
Principal payments on long-term debt	(3)	(1)
Dividends paid	(421)	(473)
Purchases of treasury stock	(478)	(483)
Other	6	(45)
Net cash provided by (used in) financing activities	(250)	85
Effect of exchange rate changes on cash and equivalents	21	81
Increase in cash and equivalents	284	759
Beginning cash and equivalents	810	1,008
Ending cash and equivalents	$ 1,094	1,767
Changes in operating working capital		
Receivables	$ (105)	30
Inventories	(122)	(203)
Other current assets	(21)	56
Accounts payable	(212)	(120)
Accrued expenses	(51)	(94)
Income taxes	47	12
	$ (464)	(319)

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

1. The accompanying unaudited consolidated financial statements, in the opinion of management, include all adjustments necessary for a fair presentation of the results for the interim periods presented. These adjustments consist of normal recurring accruals. The consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all the disclosures required for annual financial statements presented in conformity with U.S. generally accepted accounting principles. For further information refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007. The 2007 consolidated statements of earnings have been reclassified for discontinued operations, see Note 10.

2. Reconciliations of weighted average common shares for basic earnings per common share and diluted earnings per common share follow (shares in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Basic	795.3	783.4	797.3	784.9
Dilutive shares	9.6	8.6	9.4	9.3
Diluted	804.9	792.0	806.7	794.2

3. Comprehensive income is summarized as follows (dollars in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Net earnings	$ 494	547	939	1,112
Changes in foreign currency translation, cash flow hedges and other	27	261	97	323
	$ 521	808	1,036	1,435

The increases in comprehensive income for the three and six months ended March 31, 2008, over the prior year periods primarily reflect net earnings growth and changes in foreign currency translation.

4. Other Financial Information (dollars in millions):

	September 30, 2007	March 31, 2008
Inventories		
Finished products	$ 884	977
Raw materials and work in process	1,343	1,555
	$ 2,227	2,532
Property, plant and equipment, net		
Property, plant and equipment, at cost	$ 8,434	8,568
Less accumulated depreciation	5,003	5,155
	$ 3,431	3,413
Goodwill		
Process Management	$ 1,985	2,033
Industrial Automation	1,070	1,100
Network Power	2,259	2,501
Climate Technologies	420	420
Appliance and Tools	678	604
	$ 6,412	6,658

Changes in the goodwill balances since September 30, 2007, are primarily due to additions from acquisitions, particularly in the Network Power segment ($167 million), the classification of the European appliance motor and pump business, previously in the Appliance and Tools segment, as held for sale (see Note 10), as well as from the translation of non-U.S. currencies to the U.S. dollar. Third-party valuations of assets are in-process; purchase price allocations are subject to refinement for fiscal year 2008 acquisitions.

	September 30, 2007	March 31, 2008
Other assets, other		
Pension plans	$ 649	617
Intellectual property and customer relationships	544	662
Capitalized software	171	166
Other	408	496
	$ 1,772	1,941
Product warranty liability	$ 197	204
Other liabilities		
Deferred income taxes	$ 519	500
Postretirement plans, excluding current portion	451	465
Retirement plans	296	305
Minority interest	191	181
Other	533	593
	$ 1,990	2,044

5. Net periodic pension expense is summarized as follows (dollars in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Service cost	$ 16	18	32	36
Interest cost	49	52	98	104
Expected return on plan assets	(64)	(69)	(127)	(137)
Net amortization	25	24	50	48
	$ 26	25	53	51

Net postretirement plan expense is summarized as follows (dollars in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Service cost	$ 2	1	3	2
Interest cost	7	7	14	14
Net amortization	6	8	13	15
	$ 15	16	30	31

6. Other deductions, net are summarized as follows (dollars in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Other deductions, net				
Rationalization of operations	$ 20	16	36	25
Amortization of intangibles	16	22	30	39
Other	27	29	57	70
Gains	(24)	-	(66)	(64)
	$ 39	67	57	70

Other includes an approximate $15 million charge for in-process research and development in connection with the acquisition of Motorola Inc.'s Embedded Communications Computing business during December of fiscal 2008.

During the six months ended March 31, 2008, the Company received $54 million and recognized a gain of $39 million ($20 million after-tax) on the sale of an equity investment in Industrial Motion Control Holdings, LLC (IMC), a manufacturer of motion control components for automation equipment. The Company also recorded a gain of $18 million related to the sale of a facility during the first quarter of fiscal 2008. For the six months ended March 31, 2008 and 2007, the Company recorded gains of approximately $3 million and $24 million, respectively, for payments received under the U.S. Continued Dumping and Subsidy Offset Act. During the six months ended March 31, 2007, the Company sold its remaining 4.5 million shares of MKS Instruments, Inc. (MKS), a publicly-traded company, and recorded a pretax gain of $32 million.

7. The change in the liability for rationalization of operations during the six months ended March 31, 2008, follows (dollars in millions):

	September 30, 2007	Expense	Paid / Utilized	March 31, 2008
Severance and benefits	$ 28	10	20	18
Lease/contract terminations	8	1	1	8
Fixed asset write-downs	-	1	1	-
Vacant facility and other shutdown costs	1	4	4	1
Start-up and moving costs	-	12	12	-
	$ 37	28	38	27

Expense includes $3 million related to the European appliance motor and pump business classified as discontinued operations.

Rationalization of operations by business segment is summarized as follows (dollars in millions):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2007	2008	2007	2008
Process Management	$ 4	3	6	4
Industrial Automation	3	3	6	6
Network Power	5	5	9	8
Climate Technologies	4	4	7	5
Appliance and Tools	4	1	8	2
	$ 20	16	36	25

Rationalization actions during the first six months of fiscal 2007 and 2008 included the following. Industrial Automation included severance and start-up and moving costs related to the consolidation of certain power transmission facilities in Asia and North America to obtain operational efficiencies and serve Asian and North American markets. Network Power included severance related to the closure of certain power conversion facilities acquired with Artesyn, and severance and start-up and moving costs related to the shifting of certain power systems production from the United States and Europe to Mexico, as well as consolidating certain production in North America, to remain competitive on a global basis. Climate Technologies included start-up costs related to capacity expansion in Mexico and Eastern Europe to improve profitability and to serve these markets, and start-up and moving costs related to the consolidation of certain production facilities in the United States to obtain operational efficiencies. Appliance and Tools included severance and start-up and moving costs related to the shifting of certain production from Canada to Mexico and severance related to the closure of certain motor production in Europe to remain competitive on a global basis.

Including the $28 million of rationalization costs incurred during the six months ended March 31, 2008, the Company expects rationalization expense for the entire 2008 fiscal year to total approximately $85 million to $95 million, including the costs to complete actions initiated before the end of the second quarter and actions anticipated to be approved and initiated during the remainder of the year.

8. Summarized information about the Company's operations by business segment follows (dollars in millions):

	Sales		Earnings	
Three months ended March 31,	**2007**	**2008**	**2007**	**2008**
Process Management	$ 1,345	1,597	239	286
Industrial Automation	1,057	1,176	151	171
Network Power	1,191	1,520	146	187
Climate Technologies	945	956	141	142
Appliance and Tools	1,014	956	134	139
	5,552	6,205	811	925
Differences in accounting methods			52	57
Corporate and other			(72)	(59)
Eliminations/Interest	(158)	(182)	(58)	(51)
	$ 5,394	6,023	733	872

Intersegment sales of the Appliance and Tools segment for the three months ended March 31, 2008 and 2007, respectively, were $155 million and $139 million. Corporate and other includes commodity hedging-related gains of $30 million in the second quarter of 2008 which were substantially offset by hedging losses recorded in the first quarter of 2008 due to volatility in the commodity markets.

	Sales		Earnings	
Six months ended March 31,	**2007**	**2008**	**2007**	**2008**
Process Management	$ 2,563	3,033	456	544
Industrial Automation	2,051	2,301	317	342
Network Power	2,390	2,926	263	367
Climate Technologies	1,633	1,722	231	244
Appliance and Tools	1,988	1,888	263	271
	10,625	11,870	1,530	1,768
Differences in accounting methods			100	110
Corporate and other			(145)	(132)
Eliminations/Interest	(294)	(327)	(117)	(101)
	$ 10,331	11,543	1,368	1,645

Intersegment sales of the Appliance and Tools segment for the six months ended March 31, 2008 and 2007, respectively, were $277 million and $252 million.

9. Effective October 1, 2007, the Company adopted the recognition and disclosure provisions of Financial Accounting Standards Board Interpretation No. 48, “Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement 109” (FIN 48). FIN 48 addresses the accounting for uncertain tax positions that a company has taken or expects to take on a tax return. As of October 1, 2007, the Company had total unrecognized tax benefits of $149 million before recoverability of cross-jurisdictional tax credits (U.S., state and non-U.S.) and temporary differences, and including amounts related to acquisitions that would reduce goodwill. If none of these liabilities are ultimately paid, the tax provision and tax rate would be favorably impacted by $90 million. As a result of adoption, the Company recorded a charge of $6 million to beginning retained earnings. The amount of unrecognized tax benefits is not materially different as of March 31, 2008, and is not expected to significantly increase or decrease within the next 12 months.

   The Company accrues interest and penalties related to income taxes in income tax expense. As of October 1, 2007, total accrued interest and penalties was $24 million.

   The major jurisdiction for which the Company files income tax returns is the United States. U.S. federal examinations by the Internal Revenue Service are substantially complete through 2005. The status of non- U.S. and state tax examinations varies by the numerous legal entities and jurisdictions in which the Company operates.

10. In connection with a longer-term strategy to divest selective slower-growth businesses, the Company is actively pursuing the sale of its European appliance motor and pump business and expects to complete the sale within the next twelve months. The forecast for this business is lower than originally planned due to a slow economic environment for this consumer market, increasing competition from Asia, higher commodity costs, and loss of a customer. As a result, the carrying value of this business exceeded its estimated realizable value, and a goodwill impairment charge of $52 million was recorded in the second quarter of 2008. Sales for the second quarter and first six months of fiscal 2008 were $111 million and $228 million, respectively, and net loss, including the charge, was $(51) million and $(48) million, respectively. Sales for the second quarter and first six months of fiscal 2007 were $119 million and $233 million, respectively, and net earnings were $1 million and $4 million, respectively. This business was previously included in the Appliance and Tools segment. As of March 31, 2008, this business had current assets of $0.2 billion, noncurrent assets of $0.1 billion and total liabilities of $0.1 billion. The results for the second quarter and first six months of fiscal 2008 and 2007 were classified as discontinued operations.

    During the first quarter of fiscal 2008, the Company received $100 million from the sale of the Brooks Instrument (Brooks) flow meters and flow controls unit, which resulted in a pretax gain of $63 million ($42 million after-tax). Sales for the first quarter of 2008 were $21 million and net earnings were $1 million. The net gain and results of operations for the first quarter of fiscal 2008 were classified as discontinued operations; prior year results of operations were inconsequential.

    On December 31, 2007, the Company acquired Motorola Inc.’s Embedded Communications Computing (ECC) business for approximately $350 million in cash. ECC is a leading provider of embedded computing products to equipment manufacturers in telecommunications, medical imaging, defense and aerospace, and industrial automation and will be included in the Network Power segment. ECC had calendar 2007 revenue of approximately $560 million.

Items 2 and 3. Management's Discussion and Analysis of Financial Condition and Results of Operations.

OVERVIEW

The Company’s results for the second quarter and first six months of fiscal 2008 were strong, with earnings increasing for all five business segments and sales increasing for four of the five business segments over the prior year periods. The Network Power, Process Management and Industrial Automation businesses had strong performances and drove gains as international gross fixed investment expanded during the first six months of fiscal 2008. Strong growth in Asia, Latin America and Middle East/Africa, favorable foreign currency translation and acquisitions contributed to the second quarter and first six months’ results. Profit margins remained at high levels, primarily due to leverage on increased sales volume and benefits from previous rationalization actions. Emerson's financial position remains strong and the Company continues to generate substantial cash flow.

THREE MONTHS ENDED MARCH 31, 2008, COMPARED WITH THREE MONTHS ENDED MARCH 31, 2007

RESULTS OF OPERATIONS

Three months ended March 31,		2007	2008	Change
(dollars in millions, except per share amounts)				
Net sales	$	5,394	6,023	12%
Gross profit	$	1,939	2,242	16%
Percent of sales		35.9%	37.2%	
SG&A	$	1,109	1,252	
Percent of sales		20.5%	20.8%	
Other deductions, net	$	39	67	
Interest expense, net	$	58	51	
Earnings from continuing operations before income taxes	$	733	872	19%
Earnings from continuing operations	$	493	598	21%
Net earnings	$	494	547	11%
Percent of sales		9.2%	9.1%	
EPS - Continuing operations	$	0.61	0.75	23%
EPS - Net earnings	$	0.61	0.69	13%

Net sales for the quarter ended March 31, 2008 were $6,023 million, an increase of $629 million, or 12 percent, over net sales of $5,394 million for the quarter ended March 31, 2007, with international sales aiding the overall growth. The consolidated results reflect increases in four of the five business segments, with a 6 percent ($306 million) increase in underlying sales (which exclude acquisitions, divestitures and foreign currency translation), a 4 percent ($211 million) favorable impact from foreign currency translation and a 2 percent ($112 million) favorable impact from acquisitions, net of divestitures. The underlying sales increase for the second quarter reflects 10 percent growth in total international sales, while growth in the United States increased 1 percent. The international sales growth was led by increases in Asia (18 percent), Latin America (18 percent), Middle East/Africa (19 percent) and Europe (2 percent). The Company estimates that the underlying sales growth primarily reflects an approximate 3 percent gain from volume, an estimated 2 percent impact from penetration gains and an approximate 1 percent increase from higher sales prices.

Costs of sales for the second quarters of fiscal 2008 and 2007 were $3,781 million and $3,455 million, respectively. Cost of sales as a percent of net sales was 62.8 percent in the second quarter of 2008, compared with 64.1 percent in the second quarter of 2007. Gross profit was $2,242 million and $1,939 million for the second quarters ended March 31, 2008 and 2007, respectively, resulting in gross profit margins of 37.2 percent and 35.9 percent. The increase in the gross profit margin during the second quarter primarily reflects leverage on the higher sales volume, savings from cost reduction efforts and commodity hedging gains. Higher sales prices were offset by higher material costs and wages.

Selling, general and administrative (SG&A) expenses for the second quarter of 2008 were $1,252 million, or 20.8 percent of net sales, compared with $1,109 million, or 20.5 percent of net sales, for the second quarter of 2007. The increase of $143 million was largely due to the increase in variable costs on higher sales and acquisitions. The increase in SG&A as a percent of sales was primarily the result of acquisition costs.

Other deductions, net were $67 million for the second quarter of 2008, a $28 million increase from the $39 million for the same period in the prior year. For the three months ended March 31, 2007, the Company recorded pretax gains of $24 million, including $19 million related to the sale of shares of MKS. See notes 6 and 7 for further details regarding other deductions, net and rationalization costs.

Earnings from continuing operations before income taxes for the second quarter of 2008 increased $139 million, or 19 percent, to $872 million, compared to $733 million for the second quarter of 2007. The earnings results primarily reflect increases of $47 million in the Process Management, $41 million in the Network Power and $20 million in the Industrial Automation business segments.

Income taxes were $274 million and $240 million for the three months ended March 31, 2008 and 2007, respectively. The effective tax rate was 31 percent in the second quarter of 2008 compared with 33 percent in the prior year period. The effective tax rate for the entire fiscal year 2008 is expected to be approximately 32 percent.

Earnings from continuing operations were $598 million and earnings per share from continuing operations were $0.75 for the three months ended March 31, 2008, increases of 21 percent and 23 percent, respectively, compared with $493 million and $0.61 for the three months ended March 31, 2007.

Net earnings were $547 million and earnings per share were $0.69 for the three months ended March 31, 2008, increases of 11 percent and 13 percent, respectively, compared with $494 million and $0.61 for the three months ended March 31, 2007. Earnings for the second quarter of fiscal 2008 included a loss from discontinued operations of $51 million, or $0.06 per share, related to the write-down of the European appliance motor and pump business. The 13 percent increase in earnings per share also reflects the purchase of treasury shares.

BUSINESS SEGMENTS

Process Management

Three months ended March 31,	2007	2008	Change
(dollars in millions)			
Sales	$ 1,345	1,597	19%
Earnings	$ 239	286	20%
Margin	17.7%	17.9%	

Process Management sales were $1,597 million in the second quarter of fiscal 2008, an increase of 19 percent over the prior year period. All of the businesses in this segment reported higher sales, with sales particularly strong for the systems, measurement and valves businesses, reflecting continued worldwide demand in the energy and power markets. Underlying sales increased approximately 16 percent, reflecting 11 percent from volume, approximately 4 percent from penetration gains and less than 1 percent from higher sales prices. Favorable foreign currency translation added 5 percent ($63 million) and the Brooks divestiture, net of an acquisition, had an unfavorable impact of 2 percent ($17 million). The underlying sales increase reflects growth in the United States (13 percent), Asia (20 percent), Europe (12 percent), Latin America (33 percent) and Middle East/Africa (15 percent). Second quarter earnings (defined as earnings before interest and taxes for the business segments discussion) increased 20 percent to $286 million from $239 million in the prior year period, reflecting higher sales volume. The margin increase reflects leverage on the higher volume which was partially offset by negative product mix. The increase in sales prices was more than offset by higher wage costs.

Industrial Automation

Three months ended March 31, (dollars in millions)		2007	2008	Change
Sales	$	1,057	1,176	11%
Earnings	$	151	171	13%
Margin		14.3%	14.5%	

Sales grew 11 percent to $1,176 million in the Industrial Automation segment for the three months ended March 31, 2008, reflecting sales growth in all of the businesses and in nearly all of the major geographic regions. Second quarter results were driven by particular strength in the power generating alternator, fluid automation, electronic drives and industrial equipment businesses. Second quarter underlying sales grew 5 percent, reflecting global industrial demand, and included the benefit of an estimated 1 percent positive impact from price. Foreign currency translation had a 6 percent ($66 million) favorable impact. The underlying sales increase reflects growth in nearly all of the major geographic regions, including 4 percent in the United States and 5 percent internationally. The international sales growth was led by a 16 percent increase in Asia, particularly in the fluid automation business. Earnings increased 13 percent over the prior year period to $171 million, reflecting the higher sales volume and related leverage and foreign currency translation, partially offset by negative product mix. Higher sales prices were partially offset by higher material and wage costs.

Network Power

Three months ended March 31, (dollars in millions)		2007	2008	Change
Sales	$	1,191	1,520	27%
Earnings	$	146	187	28%
Margin		12.3%	12.3%	

Network Power sales increased 27 percent to $1,520 million during the second quarter of 2008 compared to the prior year period, reflecting continued strength in the telecommunications, precision cooling and power systems businesses and acquisitions. The sales increase reflects an underlying sales growth of 11 percent, a 12 percent ($149 million) increase from the Embedded Communications Computing (ECC) and Stratos acquisitions and a 4 percent ($44 million) favorable impact from foreign currency translation. The underlying sales growth of 11 percent reflects higher volume of 7 percent and a net 4 percent from penetration gains and a slight decrease in sales prices. Geographically, the underlying sales increase reflects growth in the United States (10 percent), Asia (22 percent) and Latin America (12 percent), while sales in Europe decreased 1 percent. The growth in the United States reflects substantial customer investment in data room construction and non-residential computer equipment as well as the telecommunications power market. Weakness in Europe reflects slower demand, some embedded power products share loss and customers shifting production to Asia. The Company's market penetration gains in China and other Asian markets continued. Earnings of $187 million increased $41 million, or 28 percent, from the prior year period. The margin was flat as the higher sales volume and savings from cost reduction actions were offset by higher wage costs, lower sales prices, and a more than 1 percentage point dilutive impact from acquisitions.

Climate Technologies

Three months ended March 31, (dollars in millions)		2007	2008	Change
Sales	$	945	956	1%
Earnings	$	141	142	-
Margin		15.0%	14.9%	

Sales in the Climate Technologies segment increased 1 percent to $956 million for the quarter ended March 31, 2008. The increase was driven by a 3 percent ($26 million) favorable impact from foreign currency translation, while underlying sales decreased 2 percent. The underlying sales decrease of 2 percent included a 5 percent decline in volume, an estimated 2 percent positive impact from higher sales prices and an approximate 1 percent benefit from penetration gains. The underlying sales decline was led by a slight decrease in the compressor business, partially offset by a strong increase in the water-heater controls business, primarily reflecting further penetration in the U.S. water-heater market. Sales in the United States decreased 3 percent reflecting the downturn in the U.S. residential market. International sales increased 1 percent reflecting growth in Asia (10 percent), partially offset by a decline in Europe (14 percent). Europe primarily reflects the result of lower heat pump compressor sales. Earnings of $142 million were consistent with the prior year period. The profit margin declined slightly as sales price increases were offset by higher material and wage costs.

Appliance and Tools

Three months ended March 31,		2007	2008	Change
(dollars in millions)				
Sales	$	1,014	956	(6%)
Earnings	$	134	139	5%
Margin		13.2%	14.6%	

The Appliance and Tools segment sales decreased 6 percent to $956 million in the second quarter of 2008. The sales decrease represents a 6 percent decline in underlying sales, a 1 percent ($15 million) unfavorable contribution from divestitures and a 1 percent ($12 million) favorable impact from foreign currency translation. All of the businesses were down for the second quarter, except for the professional tools and hermetic motors businesses. The growth in the professional tools business was driven by demand in the U.S. non-residential markets and in Europe, including new technology products. The declines in the storage and appliance-related businesses primarily reflect the continued downturn in the U.S. residential market. The underlying sales decrease of 6 percent reflects an estimated 9 percent decline in volume and a 3 percent positive impact from price. Total international underlying sales increased approximately 9 percent during the quarter, while underlying sales in the U.S. decreased 8 percent. Earnings increased to $139 million for the second quarter. Earnings reflect savings from restructuring actions in 2007 across the segment and hedging gains, partially offset by the lower volume. Higher sale prices were substantially offset by higher material and wage costs. The 2007 sale of the hand tools product line also favorably impacted the margin.

SIX MONTHS ENDED MARCH 31, 2008, COMPARED WITH SIX MONTHS ENDED MARCH 31, 2007

RESULTS OF OPERATIONS

Six months ended March 31,		2007	2008	Change
(dollars in millions, except per share amounts)				
Net sales	$	10,331	11,543	12%
Gross profit	$	3,722	4,252	14%
Percent of sales		36.0%	36.8%	
SG&A	$	2,180	2,436	
Percent of sales		21.1%	21.1%	
Other deductions, net	$	57	70	
Interest expense, net	$	117	101	
Earnings from continuing operations before income taxes	$	1,368	1,645	20%
Earnings from continuing operations	$	935	1,117	19%
Net earnings	$	939	1,112	18%
Percent of sales		9.1%	9.6%	
EPS - Continuing operations	$	1.16	1.41	22%
EPS - Net earnings	$	1.16	1.40	21%

Net sales for the six months ended March 31, 2008 increased $1,212 million, or 12 percent, to $11,543 million, over net sales of $10,331 million for the six months ended March 31, 2007, with international sales leading the overall growth. The Network Power, Process Management and Industrial Automation businesses drove the sales growth, while the Appliance and Tools businesses continued to be impacted by the U.S. consumer slowdown. The consolidated results reflect a 7 percent ($680 million) increase in underlying sales, a 4 percent ($413 million) favorable impact from foreign currency translation and a 1 percent ($119 million) positive impact from acquisitions, net of divestitures. The underlying sales increase of 7 percent for the first six months was driven by an increase of 10 percent in total international sales and a 3 percent increase in the United States. The international sales increase primarily reflects growth in Asia (17 percent), Latin America (14 percent), Europe (2 percent) and Middle East/Africa (22 percent). The Company estimates that the underlying sales growth primarily reflects an estimated greater than 3 percent gain from volume, an estimated nearly 3 percent impact from penetration gains and an approximate 1 percent impact from higher sales prices.

Costs of sales for the first six months of fiscal 2008 and 2007 were $7,291 million and $6,609 million, respectively. Cost of sales as a percent of net sales was 63.2 percent in the first half of 2008, compared with 64.0 percent in the prior year period. Gross profit was $4,252 million and $3,722 million for the six months ended March 31, 2008 and 2007, respectively, resulting in gross profit margins of 36.8 percent and 36.0 percent. The increase in the gross profit margin during the first half of 2008 primarily reflects leverage on higher sales volume and benefits realized from productivity improvements, which were partially offset by negative product mix. Higher sales prices were offset by higher raw material and wage costs. The increase in the gross profit amount primarily reflects higher sales volume and foreign currency translation.

Selling, general and administrative expenses for the six months ended March 31, 2008 were $2,436 million, or 21.1 percent of net sales, compared with $2,180 million, or 21.1 percent of net sales, for the six months ended March 31, 2007. The increase of $256 million was largely due to the increase in variable costs on higher sales.

Other deductions, net were $70 million for the first half of fiscal 2008, a $13 million increase from the $57 million for the same period in the prior year. In the first half of fiscal 2008, the Company recognized gains of $39 million ($20 million after-tax) on the sale of an equity investment in IMC and $18 million on the sale of a facility. In addition, the first six months of 2008 included a gain of approximately $3 million for a payment received under the U.S. Continued Dumping and Subsidy Offset Act, compared with a $24 million payment received in the prior year period. The first six months of 2007 included a gain of approximately $32 million related to the sale of shares of MKS. A $15 million charge was recorded in the first half of fiscal 2008 for in-process research and development in connection with the acquisition of Motorola Inc.'s Embedded Communications Computing business in December 2007. For the six months ended March 31, 2008, amortization of intangibles increased $9 million compared with the prior year period due to acquisitions, offset by an $11 million decrease in rationalization costs. See notes 6 and 7 for further details regarding other deductions, net and rationalization costs.

Earnings from continuing operations before income taxes for the first six months of 2008 increased $277 million, or 20 percent, to $1,645 million, compared with $1,368 million for the six months ended March 31, 2007. The earnings results predominantly reflect increases of $104 million in Network Power and $88 million in Process Management business segments.

Income taxes were $528 million and $433 million for the six months ended March 31, 2008 and 2007, respectively. The effective tax rate was 32 percent for both the first half of fiscal 2008 and 2007. The effective tax rate for the entire fiscal year 2008 is expected to be approximately 32 percent.

Earnings from continuing operations were $1,117 million and earnings per share from continuing operations were $1.41 for the six months ended March 31, 2008, increases of 19 percent and 22 percent, respectively, compared with $935 million and $1.16 for the six months ended March 31, 2007.

Net earnings were $1,112 million and earnings per share were $1.40 for the six months ended March 31, 2008, increases of 18 percent and 21 percent, respectively, compared with $939 million and $1.16 for the six months ended March 31, 2007. Earnings for the first six months of fiscal 2008 included a loss from discontinued operations of $5 million, or $0.01 per share, which included a gain of $42 million, or $0.05 per share, related to the divestiture of the Brooks unit, offset by a loss of $52 million, or $0.06 per share, related to the write-down of the European appliance motor and pump business. The 21 percent increase in earnings per share also reflects the purchase of treasury shares.

BUSINESS SEGMENTS

Process Management

Six months ended March 31, (dollars in millions)		2007	2008	Change
Sales	$	2,563	3,033	18%
Earnings	$	456	544	19%
Margin		17.8%	17.9%	

During the first six months of fiscal 2008, Process Management sales increased 18 percent, on higher volume and acquisitions, to $3,033 million, and earnings increased 19 percent. Nearly all of the businesses reported sales increases compared to the prior year period. Sales and earnings were particularly strong for the systems, measurement, and valves businesses due to worldwide growth in energy and power markets. Underlying sales increased 14 percent, reflecting 10 percent from volume, approximately 3 percent from penetration gains and an estimated 1 percent from higher sales prices. Foreign currency translation had a 5 percent ($116 million) favorable impact, while the Brooks divestiture, net of acquisitions, had a 1 percent ($6 million) unfavorable impact. The underlying sales increase reflects growth in all of the major geographic regions, including the United States (13 percent), Asia (20 percent), Europe (8 percent) and Latin America (21 percent), as well as Middle East/Africa (20 percent), compared with the prior year period. Earnings for the first six months of fiscal 2008 increased 19 percent to $544 million from $456 million in the prior year period, reflecting higher sales volume. The margin increase reflects leverage on the higher volume, which was partially offset by unfavorable product mix. The increase in sales prices was more than offset by higher wage costs.

Industrial Automation

Six months ended March 31, (dollars in millions)		2007	2008	Change
Sales	$	2,051	2,301	12%
Earnings	$	317	342	8%
Margin		15.5%	14.9%	

Sales in the Industrial Automation segment increased 12 percent to $2,301 million for the six months ended March 31, 2008. Sales grew in all of the businesses and in nearly all of the major geographic regions, reflecting the strength in the power generating alternator, electronic drives and fluid automation businesses. Underlying sales grew 5 percent and foreign currency translation had a 7 percent ($134 million) favorable impact. The underlying growth reflects 4 percent from volume, primarily due to increased global capital goods investment, as well as an estimated 1 percent positive impact from price. The increase in underlying sales reflects 6 percent growth internationally, primarily reflecting increases in Europe (5 percent) and Asia (16 percent), and sales growth in the United States was 5 percent. Earnings increased 8 percent over the prior year six month period to $342 million, reflecting leverage from higher sales volume and benefits from prior cost reduction efforts. The margin decrease reflects a lower payment received by the power transmission business from dumping duties related to the U.S. Continued Dumping and Subsidy Offset Act. A $24 million payment was received in the first quarter of fiscal 2007 while only a $3 million payment was received in the first quarter of fiscal 2008. The Company does not expect to receive any significant payments in the future. This decrease was partially offset by higher sales volume and leverage, as well as foreign currency translation. Higher sales prices were substantially offset by higher material and wage costs.

Network Power

Six months ended March 31, (dollars in millions)	2007	2008	Change
Sales	$ 2,390	2,926	22%
Earnings	$ 263	367	39%
Margin	11.0%	12.5%	

The Network Power segment sales increased 22 percent to $2,926 million for the first six months of 2008 compared with the prior year period, reflecting continued strength in the power systems and precision cooling businesses. Underlying sales grew 11 percent, the ECC and Stratos acquisitions contributed 7 percent ($167 million) and foreign currency translation had a 4 percent ($86 million) favorable impact. The underlying sales increase of 11 percent reflects a 7 percent gain from higher volume and an estimated 5 percent impact from penetration gains, which were partially offset by an approximate less than 1 percent decline in sales prices. Geographically, underlying sales reflect an 18 percent increase in Asia and a 12 percent increase in the United States, while Europe was flat. The U.S. growth reflects strong demand for data room construction and non-residential computer equipment as well as in the telecommunications power market. The Company’s market penetration gains in China and other Asian markets continued. Earnings for the six months ended March 31, 2008 of $367 million increased $104 million, or 39 percent, from the prior year period primarily due to the higher sales volume and savings from cost reduction actions, partially offset by higher wage costs. The margin increase reflects the cost savings and leverage on the higher volume.

Climate Technologies

Six months ended March 31, (dollars in millions)	2007	2008	Change
Sales	$ 1,633	1,722	5%
Earnings	$ 231	244	6%
Margin	14.2%	14.2%	

Sales in the Climate Technologies segment increased 5 percent to $1,722 million for the six months ended March 31, 2008. Underlying sales increased 2 percent, while foreign currency translation had a 3 percent ($51 million) favorable impact. Lower sales volume of 2 percent was offset by an approximate 2 percent positive impact from sales price increases and an approximate 2 percent from penetration gains. The underlying sales increase was led by the water-heater controls business which primarily reflects further penetration in the U.S. water-heater market. The compressors business grew slightly, primarily in the U.S. and Asian air-conditioning markets. The underlying sales increase reflects a 3 percent increase in the United States and 13 percent growth in Asia, while sales in Europe declined 15 percent. Earnings of $244 million for the first six months of fiscal 2008 increased 6 percent when compared to the prior year period, reflecting savings from prior cost reduction efforts, which were partially offset by negative product mix. The profit margin was flat as higher material and wage costs offset higher sales prices.

Appliance and Tools

Six months ended March 31, (dollars in millions)	2007	2008	Change
Sales	$ 1,988	1,888	(5%)
Earnings	$ 263	271	3%
Margin	13.2%	14.4%	

The Appliance and Tools segment sales decreased 5 percent to $1,888 million for the first six months of 2008. This decrease reflects a 5 percent decline in underlying sales, a 2 percent ($37 million) unfavorable impact from divestitures and a 2 percent ($26 million) favorable impact from foreign currency translation. The results for the first six months show declines across most of the businesses. Strong growth in the professional tools business and moderate growth in the hermetic motors businesses was more than offset by declines in the storage, appliance components, and appliance and commercial motors businesses. The strong growth in the professional tools business was driven by the U.S. non-residential and European markets. The declines in the storage and appliance-related businesses primarily reflect the continued downturn in the U.S. residential market. The underlying sales decrease of 5 percent reflects an approximate 3 percent positive impact from higher sales prices, offset by an estimated 8 percent decline in volume. Total international underlying sales increased 11 percent and sales in the United States decreased approximately 7 percent during the first half of 2008. Earnings increased 3 percent to $271 million for the current six month period. Earnings reflect savings from prior period restructuring actions and hedging gains, partially offset by deleverage on the lower sales volume. The increase in sales prices was substantially offset by higher material and wage costs.

FINANCIAL CONDITION

A comparison of key elements of the Company's financial condition at the end of the second quarter as compared to the end of the prior fiscal year follows:

	September 30, 2007	March 31, 2008
Working capital (in millions)	$ 2,519	2,850
Current ratio	1.5 to 1	1.4 to 1
Total debt to total capital	30.1%	34.3%
Net debt to net capital	23.6%	24.7%

The ratio of total debt to total capital was 34.3 percent as of March 31, 2008, or 1.8 percentage points below the 36.1 percent ratio for the prior year second quarter. The Company's long-term debt is rated A2 by Moody's Investors Service and A by Standard and Poor's. The Company's interest coverage ratio (earnings before income taxes and interest expense, divided by interest expense) was 13.9 times for the six months ended March 31, 2008, compared with 11.5 times for the same period in the prior year, primarily due to higher earnings during the first six months of fiscal 2008.

Cash and equivalents increased by $759 million during the six months ended March 31, 2008. During the second quarter of 2008, the Company issued $400 million of 5.250% notes due October 2018, under a shelf registration statement filed with the Securities and Exchange Commission. Cash flow provided by operating activities of $1,171 million was up $296 million compared with $875 million in the prior year period. Operating cash flow, the net increase in short-term borrowings of $688 million and the $399 million of proceeds from long-term debt were used primarily to fund purchases of treasury stock of $483 million, pay dividends of $473 million, fund purchases of businesses of $440 million and fund capital expenditures of $306 million. For the six months ended March 31, 2008, free cash flow of $865 million (operating cash flow of $1,171 million less capital expenditures of $306 million) was up 45 percent from free cash flow of $599 million (operating cash flow of $875 million less capital expenditures of $276 million) for the same period in the prior year, primarily due to higher earnings in the six months ended March 31, 2008, as compared to the prior year period.

The Company is in a strong financial position, with total assets of $21 billion and stockholders' equity of $9 billion, and has the resources available for reinvestment in existing businesses, strategic acquisitions and managing the capital structure on a short- and long-term basis.

New Accounting Pronouncements

Effective October 1, 2007, the Company adopted the recognition and disclosure provisions of Financial Accounting Standards Board Interpretation No. 48, “Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement 109” (FIN 48). FIN 48 addresses the accounting for uncertain tax positions that a company has taken or expects to take on a tax return. See note 9 for further discussion on the impact of FIN 48 on the financial statements.

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141(R), “Business Combinations” (FAS 141(R)). FAS 141(R) requires assets acquired and liabilities assumed to be measured at fair value as of the acquisition date, acquisition related costs incurred prior to the acquisition to be expensed and contractual contingencies to be recognized at fair value as of the acquisition date. The Company is in the process of analyzing the impact of FAS 141(R), which is effective for fiscal years beginning after December 15, 2008.

In December 2007, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 160, “Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51” (FAS 160). FAS 160 requires an entity to separately disclose non-controlling interests as a separate component of equity in the balance sheet and clearly identify on the face of the income statement net income related to non-controlling interests. The Company is in the process of analyzing the impact of FAS 160, which is effective for fiscal years beginning after December 15, 2008.

In March 2008, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 161, “Disclosures about Derivative Instruments and Hedging Activities” (FAS 161). FAS 161 requires additional derivative disclosures, including objectives and strategies for using derivatives, fair value amounts of and gains and losses on derivative instruments, and credit-risk-related contingent features in derivative agreements. The Company is in the process of analyzing the impact of FAS 161, which is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company does not expect the adoption of FAS 161 to have a material impact on the financial statements.

OUTLOOK

Based on the Company’s performance in the first half of fiscal 2008 and continued order strength, underlying sales growth for fiscal 2008 is expected to be in the range of 5 percent to 7 percent, which excludes approximately 6 percent favorable impact from foreign currency translation, acquisitions and divestitures. Reported sales are expected to be approximately $25 billion, an increase of 11 percent to 13 percent over fiscal 2007 sales of $22.1 billion, excluding discontinued operations. Based on this level of sales, the Company expects to generate 2008 earnings per share from continuing operations of $3.00 to $3.10 compared with $2.65 per share in fiscal 2007. Rationalization of operations expense is estimated to be approximately $85 million to $95 million for fiscal 2008. Operating cash flow is estimated at approximately $3.2 billion and capital expenditures are estimated to be $0.8 billion for 2008.

Statements in this report that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statement to reflect later developments. These include economic and currency conditions, market demand, pricing, and competitive and technological factors, among others which are set forth in the “Risk Factors” of Part I, Item 1, and the "Safe Harbor Statement" of Exhibit 13, to the Company's Annual Report on Form 10-K for the year ended September 30, 2007, which are hereby incorporated by reference.

Item 4. Controls and Procedures

Emerson maintains a system of disclosure controls and procedures which are designed to ensure that information required to be disclosed by the Company in the reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including the Company’s certifying officers, as appropriate to allow timely decisions regarding required disclosure. Based on an evaluation performed, the Company's certifying officers have concluded that the disclosure controls and procedures were effective as of March 31, 2008, to provide reasonable assurance of the achievement of these objectives.

Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company and its consolidated subsidiaries to report material information otherwise required to be set forth in the Company's reports.

There was no change in the Company's internal control over financial reporting during the quarter ended March 31, 2008, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) Issuer Purchases of Equity Securities.

Period	(a) Total Number of Shares Purchased (000s)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (000s)	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (000s)
January 2008	1,860	$ 51.26	1,860	9,482
February 2008	1,760	$ 51.85	1,760	7,722
March 2008	2,100	$ 50.17	2,100	5,622
Total	5,720	$ 51.04	5,720	5,622

The Company's Board of Directors authorized the repurchase of up to 80 million shares under the November 2001 program, as adjusted for the Company's December 2006 two-for-one stock split. The maximum number of shares that may yet be purchased under this program was 5.6 million as of March 31, 2008. The above table does not reflect the new program approved by the Board of Directors on May 6, 2008, for the repurchase of up to 80 million additional shares.

Item 4. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders on February 5, 2008, matters described in the Notice of Annual Meeting of Stockholders dated December 14, 2007, were voted upon.

1. The directors listed below were elected for terms ending in 2011, with voting for each as follows:

DIRECTOR	FOR	WITHHELD
D. N. Farr	682,970,402	16,891,799
R. B. Horton	684,577,743	15,284,458
C. A. Peters	684,198,481	15,663,720
J. W. Prueher	686,359,933	13,502,268

2. The proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm was approved by a vote of 685,311,564 in favor to 12,407,405 against, with 2,143,232 abstaining.

There were no broker non-votes on the matters that were voted upon.

Item 6. Exhibits.

(a) Exhibits (Listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K).

3.1	Bylaws of Emerson Electric Co., as amended through February 5, 2008.
4	Emerson agrees to furnish to the Securities and Exchange Commission, upon request, copies of any long-term debt instruments that authorize an amount of securities constituting 10 percent or less of the total assets of Emerson and its subsidiaries on a consolidated basis.
10.1	First Amendment to the Emerson Electric Co. Savings Investment Restoration Plan.
12	Ratio of Earnings to Fixed Charges.
31	Certifications pursuant to Exchange Act Rule 13a-14(a).
32	Certifications pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMERSON ELECTRIC CO.

Date: May 7, 2008

By /s/ Walter J. Galvin

Walter J. Galvin
Senior Executive Vice President
and Chief Financial Officer

(on behalf of the registrant and
as Chief Financial Officer)

INDEX TO EXHIBITS

Exhibits are listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K.

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32	Certifications pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.

Exhibit 3.1

EMERSON ELECTRIC CO.

BYLAWS

As Amended through February 5, 2008

TABLE OF CONTENTS

EMERSON ELECTRIC CO.

* * * * *

BYLAWS

* * * * *

ARTICLE I
OFFICES; DEFINITIONS

Section 1. Registered Office. The registered office of Emerson Electric Co. (the "Corporation") shall be located in the County of St. Louis, State of Missouri.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of Missouri as the Board may, from time to time, determine or the business of the Corporation may require.

Section 3. Definitions. Unless the context otherwise requires, defined terms herein shall have the meaning ascribed thereto in the Articles of Incorporation (the "Articles").

ARTICLE II
MEETINGS OF SHAREHOLDERS

Section 1. Place of Meeting. All meetings of the shareholders shall be held at such place within or without the State of Missouri as may be, from time to time, fixed or determined by the Board.

Section 2. Annual Meeting. The annual meeting of the shareholders shall be held on the first Tuesday in February of each year if not a legal holiday, or, if a legal holiday, then on the next business day following, at such hour as may be specified in the notice of the meeting; provided, however, that the day fixed for such meeting in any year may be changed by resolution of the Board to such other day not a legal holiday as the Board may deem desirable or appropriate. At the annual meeting the shareholders shall elect Directors in accordance with Article 5 of the Articles of Incorporation and Article III of these Bylaws, and shall transact such other business as may properly be brought before the meeting. If no other place for the annual meeting is determined by the Board of Directors and specified in the notice of such meeting, the annual meeting shall be held at the principal offices of the Corporation at 8000 West Florissant Avenue, St. Louis, Missouri.

Section 3. Special Meetings.

(a) Unless otherwise limited by statute or by the Articles, special meetings of the shareholders, for any purpose or purposes, may be called at any time by the Chairman of the Board or a majority of the Board.

(b) A special meeting may also be called by the holders of not less than 85% of all of the outstanding shares entitled to vote at such meeting, upon written request delivered to the Secretary of the Corporation. Such request shall state the purpose or purposes of the proposed meeting. Upon receipt of any such request, it shall be the duty of the Secretary to call a special meeting of the shareholders to be held at any time, not less than ten (10) nor more than seventy (70) days thereafter, as the Secretary may fix. If the Secretary shall neglect to issue such call, the person or persons making the request may issue the call.

Section 4. Notice of Meetings. Written notice of every meeting of the shareholders, specifying the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or mailed, postage prepaid, by or at the direction of the Secretary, not less than ten (10) nor more than seventy (70) days before the date of the meeting to each shareholder of record entitled to vote at such meeting.

Section 5. List of Shareholders Entitled to Vote. At least ten (10) days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting shall be prepared and arranged in alphabetical order with the address of each shareholder and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Missouri, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of the shareholders. Failure to comply with the above requirements in respect of lists of shareholders shall not affect the validity of any action taken at such meeting.

Section 6. Quorum. The holders of a majority of the issued and outstanding shares entitled to vote, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by law, the Articles or by these Bylaws. The shareholders present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of such number of shareholders as to reduce the remaining shareholders to less than a quorum. Whether or not a quorum is present, the chairman of the meeting or a majority of the shareholders entitled to vote thereat, present in person or by proxy, shall have power, except as otherwise provided by statute, successively to adjourn the meeting to such time and place as they may determine, to a date not longer than ninety (90) days after each such adjournment, and no notice of any such adjournment need be given to shareholders other than the announcement of the adjournment at the meeting. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Requisite Vote. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the shares entitled to vote which are present in person or represented by proxy shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of law, the Articles or by these Bylaws, a different vote is required, in which case such express provisions shall govern and control the decision of such question.

Section 8. Voting. Each shareholder shall, at every meeting of the shareholders, be entitled to one vote in person or by proxy for each share having voting power held by such shareholder, but no proxy shall be voted after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In each election for Directors, no shareholder shall be entitled to vote cumulatively or to cumulate his votes.

Section 9. Notice of Shareholder Business at Annual Meetings. At any annual meeting of shareholders, only such business shall be conducted as shall have been properly brought before the meeting. In addition to any other requirements imposed by or pursuant to law, the Articles or these Bylaws, each item of business to be properly brought before an annual meeting must (a) be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board or the persons calling the meeting pursuant to the Articles; (b) be otherwise properly brought before the meeting by or at the direction of the Board; or (c) be otherwise properly brought before the meeting by a shareholder. For business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the annual meeting; provided, however, that in the event less than 100 days' notice or prior public disclosure of the date of the annual meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. For purposes of these Bylaws “public disclosure” shall mean disclosure in a press release reported by the Dow Jones, Associated Press, Reuters or comparable national news service, or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “1934 Act”). A shareholder's notice to the Secretary shall set forth as to each matter he or she proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Corporation's books, of the shareholder(s) proposing such business, (c) the class and number of shares of the Corporation which are beneficially owned by the proposing shareholder(s), and (d) any material interest of the proposing shareholder(s) in such business. Notwithstanding anything in these Bylaws to the contrary, but subject to Article III, Section 1(c) hereof, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Section. The chairman of the annual meeting shall, if the facts warrant, determine and declare to the annual meeting that business was not properly brought before the annual meeting in accordance with the provisions of this Section; and if he or she should so determine, shall so declare to the meeting and any such business not properly brought before the annual meeting shall not be transacted. The chairman of the meeting shall have absolute authority to decide questions of compliance with the foregoing procedures, and his or her ruling thereon shall be final and conclusive. The provisions of this Section 9 shall also govern what constitutes timely notice for purposes of Rule 14a-4(c) under the 1934 Act.

ARTICLE III
DIRECTORS

Section 1. Number; Classification; Nominations; Election; Term of Office.

(a) The Board shall consist of such number of Directors as the Board may from time to time determine, provided that in no event shall the number of Directors be less than three (3), and provided further that no reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

(b) The Board of Directors (herein the "Board") shall be divided into three classes, as nearly equal in number as possible. In the event of any increase in the number of Directors, the additional Director(s) shall be added to such class(es) as may be necessary so that all classes shall be as nearly equal in number as possible. In the event of any decrease in the number of Directors, all classes of Directors shall be decreased as nearly equally as may be possible. Subject to the foregoing, the Board shall determine the class(es) to which any additional Director(s) shall be added and the class(es) which shall be decreased in the event of any decrease in the number of Directors. At each annual meeting of shareholders the successors to the class of Directors whose term shall then expire shall be elected for a term expiring at the third succeeding annual meeting after such election.

(c) In addition to the qualifications set out in Section 3 of this Article III, in order to be qualified for election as a Director, persons must be nominated in accordance with the following procedure:

Nominations of persons for election to the Board of the Corporation may be made at a meeting of shareholders by or at the direction of the Board or by any shareholder of the Corporation entitled to vote for the election of Directors at the meeting who complies with the procedures set forth in this Section 1(c). In order for persons nominated to the Board, other than those persons nominated by or at the direction of the Board, to be qualified to serve on the Board, such nominations shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received by the Secretary of the Corporation not less than 90 days nor more than 120 days prior to the meeting; provided, however, that in the event less than 100 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such shareholder's notice shall set forth (i) as to each person whom the shareholder proposes to nominate for election or re-election as a Director, (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (C) the class and number of shares of the Corporation which are beneficially owned by such person, (D) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected) and (E) if the shareholder(s) making the nomination is an Interested Person, details of any relationship, agreement or understanding between the shareholder(s) and the nominee; and (ii) as to the shareholder(s) making the nomination (A) the name and address, as they appear on the Corporation's books, of such shareholder(s) and (B) the class and number of shares of the Corporation which are beneficially owned by such shareholder(s). At the request of the Board, any person nominated by the Board for election as a Director shall furnish to the Secretary of the Corporation that information required to be set forth in a shareholder's notice of nomination which pertains to the nominee. No person shall be qualified for election as a Director of the Corporation unless nominated in accordance with the procedures set forth in this Section 1(c). The chairman of a meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the Bylaws, and if he or she should so determine, shall so declare to the meeting, and the defective nomination shall be disregarded. The chairman of a meeting shall have absolute authority to decide questions of compliance with the foregoing procedures, and his or her ruling thereon shall be final and conclusive.

(d) Directors shall be elected at annual meetings of the shareholders, except as provided in Section 2 of this Article III, and each Director shall hold office until his or her successor is elected and qualified.

Section 2. Filling of Vacancies. Vacancies and newly created directorships shall be filled only by a majority of the remaining Directors, though less than a quorum, and each person so elected shall be a Director until his or her successor is elected by the shareholders, who may make such election at the next annual meeting of the shareholders at which Directors of his or her class are elected or at any special meeting of shareholders duly called for that purpose and held prior thereto.

Section 3. Qualifications. Directors must be nominated in accordance with the procedure set out in Section 1(c) of this Article III. Directors need not be shareholders. No person shall be eligible for election as a Director, either under Section 1 or Section 2 of this Article III, if such person's seventy-second (72d) birthday shall fall on a date prior to the commencement of the Term for which such Director is to be elected or appointed; provided, however, that this limitation shall not apply to Mr. D. C. Farrell until the annual meeting of shareholders held in 2009. No person shall be qualified to be elected and to hold office as a Director if such person is determined by a majority of the whole Board to have acted in a manner contrary to the best interests of the Corporation, including, but not limited to, violation of either State or Federal law, maintenance of interests not properly authorized and in conflict with the interests of the Corporation, or breach of any agreement between such Director and the Corporation relating to such Director's services as a Director, employee or agent of the Corporation.

Section 4. Removal. By action of a majority of the whole Board, any Director may be removed from office for cause if such Director shall at the time of such removal fail to meet the qualifications for election as a Director as set forth under Article III, Section 3 hereof. Notice of the proposed removal shall be given to all Directors of the Corporation prior to action thereon. Directors may be otherwise removed only in the manner prescribed in the Articles.

Section 5. General Powers. The property and business of the Corporation shall be controlled and managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not, by law, the Articles or by these Bylaws, directed or required to be exercised and done by the shareholders or the Continuing Directors.

Section 6. Place of Meetings. The Board may hold meetings, both regular and special, either within or without the State of Missouri.

Section 7. Regular Annual Meeting. A regular annual meeting of the Board, including newly elected Directors, shall be held immediately following the annual meeting of the shareholders and shall be held at the principal offices of the Corporation at 8000 West Florissant Avenue, St. Louis, Missouri, unless another time or place shall be fixed therefor by the Directors. No notice of such meeting shall be necessary to the Directors in order, legally, to constitute the meeting, provided a majority of the whole Board shall be present. In the event such annual meeting of the Board is not held at the time and place specified herein, or at such other time and place as may be fixed by the Directors, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for meetings of the Board, or as shall be specified in a written waiver signed by all of the Directors.

Section 8. Additional Regular Meetings. Additional regular meetings of the Board shall be held once each month on the first Tuesday thereof, or on such other day thereof as the Board may, by resolution, prescribe, and at such hour of such day as shall be stated in the notice of the meeting; provided that the Chairman, in his or her discretion, may dispense with any one or more of such meetings, by having notice of the intention so to do given, by letter, facsimile or e-mail, to each Director not less than ten (10) days prior to the regularly scheduled date of each meeting so to be dispensed with. If the first Tuesday of any month shall be a legal holiday, the regular meeting for such month shall be held on the Thursday following, and if the Monday preceding the first Tuesday of any month shall be a legal holiday, the regular meeting for such month shall be held on the Wednesday following, in each case unless the Board shall otherwise prescribe by resolution. Notice of any regular meeting shall be given to each Director at least forty-eight (48) hours in advance thereof, either personally, by mail, facsimile, or e-mail.

Section 9. Special Meetings. Special meetings of the Board may be called by the Chairman on notice given personally, by mail, by telephone, by e-mail or by facsimile to each Director given twenty-four (24) hours in advance of such meeting. Special meetings shall be called by the Chairman in like manner and on like notice on the written request of any two Directors.

Section 10. Place of Meetings. Special meetings and regular meetings of the Board, other than the regular annual meeting, shall be held at such place within the City or County of St. Louis, Missouri, as may be specified in the notice of such meeting; provided that any meeting may be held elsewhere, within or without the State of Missouri, pursuant to resolution of the Board or pursuant to the call of the Chairman. Members of the Board and its Committees may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

Section 11. Notices. Notice of any meeting may be given by the Chairman, any Vice Chairman, the President, any Vice President or the Secretary and shall specify the time and place of the meeting.

Section 12. Quorum. At all meetings of the Board a majority of Directors in office (the “whole Board”) shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, except as otherwise may be specifically provided by law or by the Articles. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A Director who may be disqualified, by reason of personal interest, from voting on any particular matter before a meeting of the Board may nevertheless be counted for the purpose of constituting a quorum of the Board.

Section 13. Compensation of Directors. Directors, as such, shall receive for their services such compensation as may be fixed, from time to time, by resolution of the Board, together with a stipend for attendance, and expenses of attendance, if any, for each meeting of the Board or meetings of any committee on which the Directors may serve; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 14. Executive Committee. The Board may, by resolution passed by a majority of the whole Board, designate two or more of its number to constitute an Executive Committee which, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management and business of the Corporation.

Section 15. Finance Committee. The Board may, by resolution passed by a majority of the whole Board, designate two or more of its number, one of whom shall be the Committee Chairman, as the Finance Committee of the Board, which to the extent provided in such resolution shall have and exercise the authority of the Board in the management and business of the Corporation. The Committee shall study and consider financial matters affecting the operations of the Corporation, including its long range financial requirements, shall advise the Board in respect thereto, and shall have such other duties as shall be specified by resolution of the Board.

Section 16. Other Committees of the Board. The Board may, by resolution passed by a majority of the whole Board, designate two or more of its members to constitute such other Committees of the Board as the Board by such resolution or resolutions may determine. To the extent provided in such resolution or resolutions, such Committees shall have and exercise the authority of the Board in the management and business of the Corporation.

Section 17. Committees-General Rules. Each Committee of the Board shall keep regular minutes of its proceedings and report the same to the Board when required. Vacancies in the membership of each Committee shall be filled by the Board at any regular or special meeting of the Board. A Director who may be disqualified, by reason of personal interest, from voting on any particular matter before a meeting of a Committee may nevertheless be counted for the purpose of constituting a quorum of the Committee. At all meetings of a Committee, a majority of the Committee members then in office shall constitute a quorum for the purpose of transacting business, and the acts of a majority of the Committee members present at any meeting at which there is a quorum shall be the acts of the Committee.

Section 18. Directors Emeritus and Advisory Directors. The Board may from time to time create one or more positions of Director Emeritus and Advisory Director, and may fill such position or positions for such term as the Board deems proper. Each Director Emeritus and Advisory Director shall have the privilege of attending meetings of the Board but shall do so solely as an observer. Notice of such meetings to a Director Emeritus or Advisory Director shall not be required under any applicable law, the Articles, or these Bylaws. Each Director Emeritus and Advisory Director shall be entitled to receive such compensation as may be fixed from time to time by the Board. No Director Emeritus or Advisory Director shall be entitled to vote on any business coming before the Board, nor shall they be counted as members of the Board for the purpose of determining the number of Directors necessary to constitute a quorum, for the purpose of determining whether a quorum is present, or for any other purpose whatsoever. In the case of a Director Emeritus or Advisory Director, the occurrence of any event which in the case of a Director would create a vacancy on the Board, shall be deemed to create a vacancy in such position; but the Board may declare the position terminated until such time as the Board shall again deem it proper to create and to fill the position.

ARTICLE IV

NOTICES

Section 1. Service of Notice. Notices to Directors and shareholders shall be in writing and delivered personally or mailed or sent by e-mail or facsimile transmission to the Directors or shareholders at their addresses appearing on the books of the Corporation, except that notice to Directors of a special meeting of the Board may be given orally. Notice by mail shall be deemed to be given at the time when the same shall be mailed; notice by e-mail when such notice is delivered to the Director's e-mail address; notice by facsimile transmission when transmitted.

Section 2. Waiver of Notices. Whenever any notice is required to be given under the provisions of law, the Articles, or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Section 1. Titles. The Officers of the Corporation shall be chosen by the Board of Directors and shall be a Chairman of the Board (herein the "Chairman"), a President, at least one Vice President, a Secretary and a Treasurer. The Board may also elect one or more Vice Chairmen of the Board (herein "Vice Chairmen"), additional Vice Presidents, a Controller, one or more Assistant Controllers, and such other officers as the Board may deem appropriate. Any two or more of the aforesaid offices, except those of President and Vice President or President and Secretary, may be held by the same person. Vice Presidents of the Corporation may be given distinctive designations such as Executive Vice President, Group Vice President, Senior Vice President and the like.

Section 2. Election. The Board, at its annual meeting immediately following each annual meeting of the shareholders, shall elect a Chairman and a President, and may elect one or more Vice Chairmen, all of whom shall be Directors or Advisory Directors; and the Board shall also at such annual meeting elect one or more Vice Presidents, a Secretary and a Treasurer, who may, but need not, be Directors or Advisory Directors. The Board may elect such other officers and agents as it shall determine necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. In connection with the election of any officer of the Corporation, the Board may determine that such officer, in addition to the title of the office to which he is elected, shall have a further title such as Chief Administrative Officer, Chief Operating Officer or such other title as the Board may designate, and the Board may prescribe powers to be exercised and duties to be performed by any such officer to whom any such additional title of office is given in addition to those powers and duties provided for by these Bylaws for such office.

Section 3.	Term. The officers of the Corporation shall hold office until their respective successors are elected and qualify. Any officer elected or appointed by the Board may be removed by the Board at any time with or without cause by the affirmative vote of a majority of the whole Board. Any vacancy occurring in any such office may be filled only by the Board.

Section 4.	Chairman of the Board. The Chairman shall be the Chief Executive Officer of the Corporation. In addition to his or her duties as Chairman and Chief Executive Officer, the Chairman shall be responsible for the general and active management of the business and affairs of the Corporation, subject only to the control of the Board; shall have full authority with respect to the signing and execution of deeds, bonds, mortgages, contracts and other instruments of the Corporation; and, in the absence or disability of a Vice Chairman or the President, shall exercise all of the powers and discharge all of the duties of such Vice Chairman or the President. The Chairman shall be Chairman of the Executive Committee of the Board; shall preside at all meetings of shareholders and Directors; and shall perform such other duties as the Board may prescribe.

Section 5.	President. The President shall be an executive officer of the Corporation. The President, (i) in the absence or disability of the Chairman, (a) shall preside at meetings of shareholders, (b) if a member of the Board of Directors, shall preside at meetings of the Directors and shall otherwise exercise all the powers and discharge all of the duties of the Chairman; and (ii) shall perform such other duties as the Chairman or the Board shall prescribe. The President shall have equal authority with the Chairman and the Vice Chairmen, if any, to sign and execute deeds, bonds, mortgages, contracts and other instruments of the Corporation.

Section 6.	Vice Chairmen of the Board. Vice Chairmen, if any, may but need not be executive Officers of the Corporation. In the absence or disability of the Chairman and the President, the Vice Chairmen, in order of their seniority with the Corporation, shall perform the duties and exercise the powers of the President. The Vice Chairmen shall perform such other duties, and have such other powers as the Chairman or the Board may, from time to time, prescribe. Each Vice Chairman shall have equal authority with the Chairman and the President with respect to the signing and execution of deeds, bonds, mortgages, contracts and other instruments of the Corporation.

Section 7.	Vice Presidents. The Vice President, or if there shall be more than one, the Vice Presidents in order of seniority, in the absence or disability of the Chairman, the President and all Vice Chairmen, shall perform the duties and exercise the powers of the President. Each Vice President shall perform such other duties and have such other powers as the Chairman and the Board may, from time to time, prescribe.

Section 8. Secretary and Assistant Secretaries. The Secretary shall attend all meetings of the Board and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the Board in books to be kept for that purpose, shall perform like duties for Committees of the Board when required, and shall perform such other duties as may be prescribed by the Board, the Chairman, any Vice Chairman, or the President. The Secretary shall keep in safe custody the seal of the Corporation and affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his or her signature or by the signature of an Assistant Secretary. The Assistant Secretary, or, if there be more than one, the Assistant Secretaries, in the order determined by the Board, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board may, from time to time, prescribe.

Section 9. Treasurer and Assistant Treasurers. The Treasurer shall have charge of the funds of the Corporation; shall keep the same in depositories designated by the Board or by officers of the Corporation authorized by the Board to make such designation; shall cause said funds to be disbursed upon checks, drafts, bills of exchange or orders for the payment of money signed in such manner as the Board or authorized officers of the Corporation may, from time to time, direct; shall perform such other duties as directed by the Board, the Chairman or other senior officers; and, if required by the Board, shall give bond for the faithful performance of his or her duties in such form and amount as may be determined by the Board. The Assistant Treasurer, or, if there be more than one, the Assistant Treasurers, in the order determined by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall have such other duties and powers as the Board may prescribe.

Section 10. Controller and Assistant Controllers. The Controller, if one is elected by the Board, shall have charge of the accounting records of the Corporation; shall keep full and accurate accounts of all receipts and disbursements in books and records belonging to the Corporation; shall maintain appropriate internal control and auditing of the Corporation; and shall perform such other duties as directed by the Board, the Chairman or other senior officers. The Assistant Controller or, if there be more than one, the Assistant Controllers, in the order determined by the Board, shall, in the absence or disability of the Controller, perform the duties and exercise the powers of the Controller and shall have such other duties and powers as the Board may prescribe.

Section 11. Appointed Officers. In addition to the corporate officers elected by the Board as hereinabove in this Article V provided, the Chairman may, from time to time, appoint one or more other persons as appointed officers who shall not be deemed to be corporate officers, but may, respectively, be designated with such titles as the Chairman may deem appropriate. The Chairman may prescribe the powers to be exercised and the duties to be performed by each such appointed officer, may designate the term for which each such appointment is made, and may, from time to time, terminate any or all of such appointments with or without cause. Such appointments and termination of appointments shall be reported periodically to the Board.

ARTICLE VI

SHARES

Section 1. Certificates of Shares and Uncertificated Shares. The shares of the Corporation shall be represented by certificates in such form as the appropriate officers of the Corporation may from time to time prescribe; provided that the Board may provide by resolution or resolutions that some or all of any or all classes or series of stock of the Corporation shall be uncertificated shares. Notwithstanding the foregoing, every holder of uncertificated shares of a class or series some but not all of which are represented by certificates, shall be entitled, upon request, to a certificate representing such shares. Every holder of uncertificated shares shall be entitled to receive a statement of holdings as evidence of share ownership. Shares represented by certificates shall be numbered and registered in a share register as they are issued. Share certificates shall exhibit the name of the registered holder, the number and class of shares and the series, if any, represented thereby, the par value of each share or a statement that such shares are without par value as the case may be, and any other information required by law, regulation or stock exchange rule. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificated shares of the same class and series shall be identical.

Section 2. Signatures on Certificates. Every share certificate shall be signed by the Chairman, the President or a Vice President; and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer; and shall be sealed with the Corporation's seal which may be facsimile, engraved or printed. The signature of any of the foregoing officers on any share certificate may be a facsimile signature.

Section 3. Transfer Agents and Registrars; Facsimile Signatures. The Board may appoint one or more transfer agents and one or more registrars (any one of which may be appointed as both transfer agent and registrar) and may require all certificates for shares to bear the signature or signatures of any of them, any of which signature or signatures may be facsimile. In case any officer or officers of the Corporation who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers, whether because of death, resignation or otherwise, before such certificate or certificates have been delivered by the Corporation, such certificate or certificates may, nevertheless, be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 4. Lost Certificates. In case of loss or destruction of any certificate of stock or other security of the Corporation, another may be issued in its place upon satisfactory proof of such loss or destruction and upon the giving of a satisfactory bond of indemnity to the Corporation and to the transfer agents and registrars, if any, of such stock or other security, in such sum as the Board may provide. The Board may delegate to any officer or officers of the Corporation, and such officer or officers may further delegate to a transfer agent or registrar, the authorization of the issue of such new certificate or certificates and the approval of the form and amount of such indemnity bond and the surety thereon.

Section 5. Transfer of Shares. Upon surrender to the Corporation, or a transfer agent of the Corporation, of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation may issue to the person entitled thereto (a) a new certificate for such shares or (b) if requested by the holder and such shares are of a class or series of stock which may be uncertificated, (i) evidence of equivalent uncertificated shares or (ii) both a new certificate and evidence of uncertificated shares equaling in the aggregate the number of shares represented by the surrendered certificate, and in any case, the Corporation shall cancel the old certificate and record the transaction upon its books. Upon receipt by the Corporation, or a transfer agent of the Corporation, of proper transfer instructions for uncertificated shares, accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation may issue to the person entitled thereto (a) evidence of equivalent uncertificated shares or (b) if requested by the holder, (i) a certificate for such shares or (ii) both a certificate and evidence of uncertificated shares equaling in the aggregate the number of shares covered by such transfer instructions, and in any case, the Corporation shall cancel the old uncertificated shares and record the transaction upon its books.

Section 6. Registered Shareholders. The Corporation and its transfer agents shall be entitled to treat the holder of record of any share or shares as the holder in fact thereof and shall not be bound to recognize any equitable or other claims to, or interest in, such shares on the part of any other person and shall not be liable for any registration or transfer of shares which are registered, or to be registered, in the name of a fiduciary or the nominee of a fiduciary unless made with actual knowledge that a fiduciary, or nominee of a fiduciary, is committing a breach of trust in requesting such registration or transfer, or with knowledge of such facts that its participation therein amounts to bad faith.

Section 7. Interested Shareholders. The provisions of these Bylaws, including without limitation the provisions of this Article VI as they apply to any Interested Person or shares beneficially owned by such Interested Person, are subject to the provisions of Article 9 of the Articles.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Actions Involving Directors, Officers or Employees. The Corporation shall indemnify any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided, that no such person shall be indemnified (a) except to the extent that the aggregate of losses to be indemnified under the provisions of this Article VII exceeds the amount of such losses for which the Director, officer or employee is insured pursuant to any directors and officers liability insurance policy maintained by the Corporation; (b) in respect to remuneration paid to such person if it shall be finally adjudged that such remuneration was in violation of law; (c) on account of any suit in which judgment is rendered against such person for an accounting of profits made from the purchase or sale by such person of securities of the Corporation pursuant to the provisions of Section 16(b) of the 1934 Act and amendments thereto or similar provisions of any federal, state or local statutory law; (d) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; (e) if it shall be finally adjudged that such indemnification is not lawful; and (f) as provided in subsection (b) of Section 5 of this Article VII.

Section 2. Actions Involving Agents. The Corporation may indemnify any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action in the right of the Corporation) by reason of the fact that he or she is an agent of the Corporation, or is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, all to the full extent permitted by law.

Section 3. Determination of Right to Indemnification in Certain Instances.

(a) Any indemnification under Section 1 of this Article VII (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the director, officer or employee is not proper in the circumstances because he or she has not satisfied the conditions to indemnification set forth in such Section 1. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders; provided, that no such determination shall preclude an action brought in an appropriate court to challenge such determination.

(b) Any indemnification under Section 2 of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Section 4. Advance Payment of Expenses. Expenses incurred by an employee or agent in defending any action, suit or proceeding referred to in Section 1 or Section 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the employee or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. Expenses incurred by a director or officer in defending any action, suit or proceeding referred to in Section 1 of this Article shall be paid by the Corporation as incurred; provided, however, that the Corporation shall have first received an undertaking by or on behalf of the director or officer to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 5. Successful Defense.

(a) Notwithstanding any other provision of this Article VII (but except as set forth in subsection (b) of this Section), to the extent that a director, officer or employee of the Corporation has been successful on the merits or otherwise (including the dismissal of an action without prejudice) in defense of any action, suit or proceeding referred to in Section 1 of this Article VII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. This Section 5 shall not apply to the defense of any action suit or proceeding against, or to related expenses incurred by, an agent of the Corporation; the eligibility of an agent of the Corporation for indemnification by the Corporation shall be determined solely pursuant to the provisions of Section 2 of this Article VII.

(b) Indemnification shall not be provided under this Section or under Section 1 of this Article VII in defense of an action, suit or proceeding brought by the Corporation against an officer or employee; provided that such indemnification shall be provided as to such action, suit or proceeding brought in the right of the Corporation, or as to such action, suit or proceeding which arises as a result of or is related to the acquisition of the Corporation in a transaction not approved by a majority of its continuing Directors. “Continuing Directors”, for the purpose of this Article VII, shall be those Directors holding office as Directors prior to the time of such acquisition, or any successors thereof approved as successors by Directors in office prior to the time of such acquisition.

Section 6. Not Exclusive Right. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Without limiting the generality of the foregoing, in the event of conflict between the provisions of this Article VII and the provisions of any agreement adopted by the shareholders between the Corporation on the one hand, and any director, officer, employee or agent of the Corporation on the other, providing for indemnification, the terms of such agreement shall prevail. Any indemnification, whether required under this Bylaw or permitted by statute or otherwise, shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Board shall have the power to cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Subsidiaries of Corporation. For the purposes of this Article VII, (a) any officer, Director, or employee of the Corporation who shall serve as an officer, director, employee or agent of any other corporation, joint venture, trust or other enterprise of which the Corporation, directly or indirectly, is or was a stockholder or creditor, or in which the Corporation is or was in any way interested, or (b) any officer, director, or employee of any subsidiary corporation, venture, trust or other enterprise wholly owned by the Corporation, shall be deemed to be serving as such director, officer, employee or agent at the request of the Corporation, unless the Board shall determine otherwise. In all instances where any person shall serve as a director, officer, employee or agent of another corporation, joint venture, trust or other enterprise of which the Corporation is or was a stockholder or creditor, or in which it is or was otherwise interested, if it is not otherwise established that such person is or was serving as such director, officer, employee or agent at the request of the Corporation, the Board may determine whether such service is or was at the request of the Corporation, and it shall not be necessary to show any actual or prior request for such service.

Section 9. Spousal Indemnification. The spouse of a person entitled to indemnification under Section 1 hereof or who is granted indemnification under Section 2 hereof, shall be entitled to be so indemnified; provided, that the spouse was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the Corporation), or was or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, but not limited to, an action by or in the right of the Corporation), solely by reason of the spousal relationship to the person who is entitled to indemnification under Section 1 hereof or who is granted indemnification under Section 2 hereof.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the shares of the Corporation, subject to the provisions of the Articles, if any, may be declared by the Board at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock or other securities of the Corporation, in rights or warrants relating thereto, or in any other form authorized by law.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board, or officers authorized by the Board, may, from time to time, designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall commence on October 1, and close on September 30.

Section 4. Seal. The Corporation's seal shall have inscribed thereon the name of the Corporation, the numeral “1890” being the year of the incorporation of the Corporation, and the words “Corporate Seal, Missouri”. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, reproduced or otherwise.

Section 5. Closing of Transfer Books and Fixing of Record Dates. The Board shall have power to close the share transfer books of the Corporation for a period not exceeding seventy (70) days preceding the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change, conversion or exchange of shares shall go into effect; provided, however, that, in lieu of closing the share transfer books as aforesaid, the Board may fix in advance a date, not exceeding seventy (70) days preceding the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise rights in respect of any such change, conversion or exchange of shares; and, in each such case, such shareholders and only such shareholders as shall be shareholders of record on the date of closing the share transfer books, or on the record date so fixed, shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares after such date of closing of the share transfer books or such record date fixed as aforesaid.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed solely by a majority vote of the members of the whole Board at any regular or special meeting thereof duly called and convened.

Exhibit 10.1

FIRST AMENDMENT TO THE
EMERSON ELECTRIC CO. SAVINGS INVESTMENT RESTORATION PLAN

WHEREAS, Emerson Electric Co. previously adopted the Emerson Electric Co. Savings Investment Restoration Plan, as amended and restated effective January 1, 2005 (“Plan”), to comply with the requirements of Section 409A of the Internal Revenue Code of 1986, as amended (“Code”); and

WHEREAS, the Company retained its right to amend the Plan pursuant to Section X.G. therein; and

WHEREAS, the Company desires to amend the Plan, effective January 1, 2008, to ensure that the matching contributions provided under the Plan shall not cause the Emerson Electric Co. Savings Investment Plan to violate the contingent benefit rule reflected in Section 401(k)(4)(A) of the Code;

NOW, THEREFORE, effective January 1, 2008, the Plan shall be amended to replace Section IV.B(ii) in its entirety with the following:

(ii) On or after January 1, 2008, a Participant’s account will also be credited, as of each payroll date, with fifty percent (50%) (but not in excess of 2.5% of a Participant’s Compensation and minus the maximum matching amount such Participant could have received under the ESIP, without regard to the actual elective deferrals made by such Participant under the ESIP for such calendar year) of the first five percent (5%) of Compensation which the Participant elected to defer pursuant to Section III.B, provided Participant has elected to defer at least five percent (5%) of Compensation thereunder.

Approved by the Compensation Committee of the Board of Directors on this 4th day of February, 2008.

EMERSON ELECTRIC CO. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in Millions)

	YEAR ENDED SEPTEMBER 30,					SIX MONTHS ENDED MARCH 31,
	2003	2004	2005	2006	2007	2008
Earnings:						
Earnings before income taxes (a)	$ 1,452	1,893	2,200	2,749	3,178	1,682
Fixed charges	322	311	323	313	361	177
Earnings, as defined	$ 1,774	2,204	2,523	3,062	3,539	1,859
Fixed Charges:						
Interest expense	$ 246	234	243	225	261	127
One-third of all rents	76	77	80	88	100	50
Total fixed charges	$ 322	311	323	313	361	177
Ratio of Earnings to Fixed Charges	5.5x	7.1x	7.8x	9.8x	9.8x	10.5x

(a) Represents earnings from continuing operations before income taxes, cumulative effect of change in accounting principle and minority interests in the income of consolidated subsidiaries with fixed charges.

Certification

I, D. N. Farr, Chairman of the Board, Chief Executive Officer and President, Emerson Electric Co., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerson Electric Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2008

/s/ D. N. Farr

D. N. Farr
Chairman of the Board,
Chief Executive Officer and President
Emerson Electric Co.

Certification

I, W. J. Galvin, Senior Executive Vice President and Chief Financial Officer, Emerson Electric Co., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerson Electric Co.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2008

/s/ W. J. Galvin

W. J. Galvin
Senior Executive Vice President and
Chief Financial Officer
Emerson Electric Co.

Exhibit 32

CERTIFICATION PURSUANT TO
EXCHANGE ACT RULE 13a-14(b) AND
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Emerson Electric Co. (the "Company") on Form 10-Q for the period ended March 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, D. N. Farr, Chairman of the Board, Chief Executive Officer and President of the Company, certify, to the best of my knowledge, pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ D. N. Farr

D. N. Farr
Chairman of the Board,
Chief Executive Officer and President Emerson Electric Co.
May 7, 2008

CERTIFICATION PURSUANT TO
EXCHANGE ACT RULE 13a-14(b) AND
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Emerson Electric Co. (the "Company") on Form 10-Q for the period ended March 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, W. J. Galvin, Senior Executive Vice President and Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ W. J. Galvin

W. J. Galvin
Senior Executive Vice President and
Chief Financial Officer
Emerson Electric Co.
May 7, 2008