#### **EMERSON ELECTRIC CO**

Form 4

November 07, 2007

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

burden hours per

5. Relationship of Reporting Person(s) to

Estimated average response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WITHERS W WAYNE			2. Issuer Name and Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]				Issuer				
(Last) (First) (Middle)  C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT			3. Date of Earliest Transaction (Month/Day/Year) 11/05/2007				(Check all applicable)  Director 10% Owner Officer (give title Other (specify below)  Exec. VP & Spec. Legal Advisor				
	(Street) ST. LOUIS, MO 63136			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (D) (Instr. 3, 4) Amount 23,100	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock	11/05/2007			A <u>(1)</u>	(1)	<u>(1)</u>	<u>(2)</u>	127,952	D		
Common Stock								606.321	I	401(k) plan	
Common Stock								5,706.814	I	401(k) excess plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											
reminder. Report on a separate line for each class of securities being					Persons who respond to the collection of information contained in this form are not						

required to respond unless the form

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## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(4)</u>	11/05/2007		A(3)	28,000 (3)	(3)	(3)	Common Stock	28,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WITHERS W WAYNE C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136

Exec. VP & Spec. Legal Advisor

### **Signatures**

/s/ Timothy G. Westman, Attorney-in-Fact for W. Wayne Withers

11/07/2007

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Acquisition of 23,100 shares pursuant to Rule 16b-3 upon payout of 60% (42,000 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the achievement of financial targets for the performance period ended September 30, 2007. Of these 42,000 units, 23,100 units were paid in shares of Issuer stock, with the remaining 18,900 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Note 1 and Note 3.
- (3) Acquisition of 28,000 restricted stock units pursuant to Rule 16b-3 upon payout of 40% (28,000 units) of earned performance share award under shareholder-approved benefit plan described in Note 1. The restricted stock units are subject to a one-year vesting period.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2