PETERS CHARLES A

Form 4

March 31, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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OMB APPROVAL

January 31, 2005

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Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PETERS CHARLES A			2. Issuer Name and Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O EMERSON ELECTRIC CO, 8000 W FLORISSANT			(Month/Day/Year) 03/27/2009	X Director 10% Owner Self-condition of the condition of the		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST LOUIS, M	O 63136		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of (4)	` ′	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/27/2009		M(1)	30,000 (1)	A	\$ 26.1719	403,463	D	
Common Stock	03/27/2009		F(2)	26,995 (2)	D	\$ 29.085	376,468	D	
Common Stock	03/27/2009		F(3)	602 (3)	D	\$ 29.085	375,866	D	
Common Stock							6,587.883	I	401(k) plan
Common Stock							7,230.481	I	401(k) excess plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	· · · · · · · · · · · · · · · · · · ·			7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 26.1719	03/27/2009		M <u>(1)</u>	30,000	10/01/2000(4)	04/01/2009	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PETERS CHARLES A						
C/O EMERSON ELECTRIC CO	X		Sr. Exec. V. P.			
8000 W FLORISSANT	Λ		SI. EXCC. V. F.			
ST LOUIS, MO 63136						

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A.
Peters 03/31/2009

**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).
- (1) Exercise of 11,460 incentive stock options and 18,540 non-qualified stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities.
- (3) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (4) The options vested in three equal installments beginning on 10/1/2000.

Reporting Owners 2

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(5) Price is not applicable to stock options received as incentive compensation.

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