

FARR DAVID N  
Form 4  
October 06, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FARR DAVID N

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVENUE

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction (Month/Day/Year)  
10/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Board & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/04/2010		F <sup>(1)</sup>	(A) or (D) D	50,940 <u>(1)</u> \$ 53.31	1,129,276	D
Common Stock	10/04/2010		A <sup>(2)</sup>	(A) or (D) A	80,000 <u>(2)</u> \$ <u>(3)</u>	1,209,276	D
Common Stock					135,768	I	Spouse
Common Stock					3,723	I	Trust - Daughter
Common Stock					3,723	I	Trust - Son

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Common Stock	6,879.957	I	401(k) plan
Common Stock	21,625.184	I	401(k) excess plan

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 53.31	10/04/2010		A <sup>(4)</sup>	250,000 <sup>(4)</sup>	10/04/2011 <sup>(5)</sup>	10/04/2020	Common Stock	250,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136	X		Chairman of Board & CEO	

## Signatures

/s/ Timothy G. Westman Attorney-in-Fact for David N. Farr 10/06/2010

\_\_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) Shares withheld for taxes upon vesting of previously-reported stock grant under shareholder approved benefit plan exempt pursuant to Rule 16b-3.
- (2) Grant of restricted stock under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- (3) Price is not applicable to acquisitions resulting from grants of restricted stock.
- (4) Grant of stock options under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- (5) The options become exercisable in three equal annual installments beginning on the date indicated.
- (6) Price is not applicable to stock options received as incentive compensation.

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.