PETERS CHARLES A

Check this box

if no longer

Section 16.

subject to

Form 4 June 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person **
PETERS CHARLES A

(First)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

EMERSON ELECTRIC CO [EMR]

(Check all applicable)

C/O EMERSON ELECTRIC 06/21/2011
CO., 8000 W. FLORISSANT

(Middle)

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

__X_ Director _____ 10% Owner __X_ Officer (give title _____ Other (specify below) below)

Sr. Exec. VP

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

AVENUE (Street)

ST. LOUIS, MO 63136

| (City) | (State) | (Zip) Tal | ole I - Non- | Derivative S | Securi | ties Acquire | d, Disposed of, o | 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. Securitie onDisposed o (Instr. 3, 4 | f (D) | uired (A) or Price | 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 | 06/21/2011 | | M(1) | 100,000 (1) | A | \$ 31.6275 | 644,166 | D | |
| Common Stock | 06/21/2011 | | F(2) | 15,745 (2) | D | \$ 53.585 | 628,421 | D | |
| Common Stock | | | | | | | 7,370.336 | I | 401(k) plan |
| Common Stock | | | | | | | 8,948.678 | 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) | 5. Number of stionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | erivative Expiration Date ecurities (Month/Day/Year) acquired (A) or bisposed of (D) firstr. 3, 4, and | | 7. Title and Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|---------|--|--------------------|--|--------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Nun Shai |
| Employee stock option (right to buy) | \$ 31.6275 | 06/21/2011 | | M <u>(1)</u> | | 100,000 | 10/05/2005(3) | 10/05/2014 | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------|-------|--|--|--|
| , | Director | 10% Owner | Officer | Other | | | |
| PETERS CHARLES A C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136 | X | | Sr. Exec. VP | | | | |

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A.
Peters 06/22/2011

**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 90,520 non-qualified stock options and 9,480 incentive stock options exempt under Rule 16b-3.
- (2) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (3) The options vested in three equal annual installments beginning on the date indicated.
- (4) 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.

Reporting Owners 2

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