

EMERSON ELECTRIC CO

Form 4

November 27, 2007

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 *
GALVIN WALTER J

(Last) (First) (Middle)

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

(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)

11/23/2007

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)
Sr. Exec. VP & CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/23/2007		J ⁽¹⁾	V 11,176 D ⁽¹⁾ ⁽²⁾	48,812	I	W. J. Galvin Family Limited Partnership ⁽³⁾
Common Stock	11/23/2007		J ⁽¹⁾	V 11,176 A ⁽¹⁾ ⁽²⁾	88,228	I	Spouse
Common Stock	11/23/2007		J ⁽⁴⁾	V 48,812 D ⁽²⁾ ⁽⁴⁾	0	I	W. J. Galvin Family Limited Partnership ⁽³⁾
Common Stock	11/23/2007		J ⁽⁴⁾	V 48,812 A ⁽²⁾ ⁽⁴⁾	48,812	I	Galvin Family Trust ⁽¹²⁾
	11/23/2007		J ⁽⁵⁾	V 48,812 D ⁽²⁾ ⁽⁵⁾	0	I	

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Common Stock									Galvin Family Trust ⁽¹²⁾
Common Stock	11/23/2007	J ⁽⁵⁾	V	48,812	A	(2) ⁽⁵⁾	299,114	D	
Common Stock	11/26/2007	G ⁽⁶⁾	V	41,176	D	(7)	47,052	I	Spouse
Common Stock	11/26/2007	G ⁽⁶⁾	V	41,176	A	(7)	340,290	D	
Common Stock	11/26/2007	M ⁽⁸⁾		29,574 ⁽⁸⁾	A	\$ 32.0313	369,864	D	
Common Stock	11/26/2007	F ⁽⁹⁾		17,385 ⁽⁹⁾	D	\$ 54.485	352,479	D	
Common Stock	11/26/2007	F ⁽¹⁰⁾		3,536 ⁽¹⁰⁾	D	\$ 54.485	348,943	D	
Common Stock	11/26/2007	M ⁽¹¹⁾		28,636 ⁽¹¹⁾	A	\$ 21.2813	377,579	D	
Common Stock	11/26/2007	F ⁽⁹⁾		11,184 ⁽⁹⁾	D	\$ 54.485	366,395	D	
Common Stock	11/26/2007	F ⁽¹⁰⁾		7,407 ⁽¹⁰⁾	D	\$ 54.485	358,988	D	
Common Stock							3,226	I	Trust-Daughter Megan ⁽¹²⁾
Common Stock							3,226	I	Trust-Son Greg ⁽¹²⁾
Common Stock							3,226	I	Trust-Son Jeff ⁽¹²⁾
Common Stock							14,831.277	I	401(k) plan
Common Stock							7,369.32	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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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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- (8) Exercise of 9,360 incentive stock options and 20,214 non-qualified stock options exempt under Rule 16b-3.
- (9) Payment of option exercise price by delivering securities.
- (10) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (11) Exercise of non-qualified stock options exempt under Rule 16b-3.
- (12) The Reporting Person disclaims beneficial ownership.

(13) Options vested as follows: 3,120 shares on 10/4/2000; 3,120 shares on 10/4/2001; and 23,334 shares on 10/4/2002. As previously reported in the Reporting Person's Form 4 filed on 9/21/2007, when taken together with other options having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership and previously exercised, all such options together vested in three equal annual installments beginning on 10/4/2000.

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

(15) The exercised options vested on 10/6/2002. The remaining balance vested as follows: 2 shares on 10/6/2001; 4,698 shares on 10/6/2002; and 33,334 shares on 10/6/2003. As previously reported in the Reporting Person's Form 4 filed on 9/21/2007, when taken together with other options having the same grant date, exercise price and expiration date, but owned indirectly by the W.J. Galvin Family Partnership and previously exercised, all such options together vested in three equal annual installments beginning on 10/6/2001.

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