

GALVIN WALTER J
 Form 4
 December 22, 2008

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)
 12/19/2008

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/19/2008		J ⁽¹⁾	V 84,000 D ⁽¹⁾ / ₍₂₎	134,447	D	
Common Stock	12/19/2008		J ⁽¹⁾	V 84,000 A ⁽¹⁾ / ₍₂₎	274,000	I	JGM Investors, LP ⁽³⁾
Common Stock					47,052	I	Spouse
Common Stock					3,226	I	Trust-Daughter Megan ⁽⁴⁾
Common Stock					3,226	I	Trust-Son Greg ⁽⁴⁾

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Common Stock	3,226	I	Trust-Son Jeff <u>(4)</u>
Common Stock	15,287.38	I	401(k) plan
Common Stock	8,283.612	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 Underlying (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		G ⁽⁵⁾	V		1	10/16/2002 ⁽⁶⁾	01/16/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		G ⁽⁵⁾	V		1	10/16/2002 ⁽⁶⁾	01/16/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		J ⁽⁸⁾	V		56,659	10/16/2002 ⁽⁶⁾	01/16/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 26.415	12/19/2008		J ⁽⁸⁾	V		56,659	10/16/2002 ⁽⁶⁾	01/16/2012	Common Stock	
Employee Stock Option	\$ 31.6275	12/19/2008		G ⁽⁵⁾	V		1	10/05/2005 ⁽⁶⁾	10/05/2014	Common Stock	

(right to
buy)

Employee
Stock

Option	\$ 31.6275	12/19/2008	G ⁽⁵⁾	V	1	10/05/2005 ⁽⁶⁾	10/05/2014	Common Stock
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(right to
buy)

Employee
Stock

Option	\$ 31.6275	12/19/2008	J ⁽⁸⁾	V	160,519	10/05/2005 ⁽⁶⁾	10/05/2014	Common Stock
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(right to
buy)

Employee
Stock

Option	\$ 31.6275	12/19/2008	J ⁽⁸⁾	V	160,519	10/05/2005 ⁽⁶⁾	10/05/2014	Common Stock
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136	X		Sr. Exec. VP & CFO	

Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Walter J. Galvin

12/22/2008

__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) Contribution for estate planning purposes pursuant to Rule 16a-13 and Rule 16b-5 in exchange for a limited partnership interest in JGM Investors, LP.
- (2) Price is not applicable to this transaction.
JGM Investors, LP is a limited partnership of which The Galvin Family Trust and The Reporting Person's spouse are the general partners. The Galvin Family Trust is the controlling general partner of JGM Investors, LP. The Reporting Person's children are the trustees of The Galvin Family Trust and The Reporting Person's spouse and children are the beneficiaries. The Reporting Person and The Galvin Family Trust together have a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (3) Galvin Family Trust and The Reporting Person's spouse and children are the beneficiaries. The Reporting Person and The Galvin Family Trust together have a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (4) The Reporting Person disclaims beneficial ownership.
- (5) Bona fide gift of a nonqualified stock option for estate planning purposes by the Reporting Person to The Galvin Family Trust.
- (6)

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When taken together with other options that were issued to the Reporting Person having the same grant date, exercise price and expiration date, all such options together vested in three annual installments beginning on the date indicated.

- (7) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See note 3 for more information regarding The Galvin Family Trust.

Transfer of a fractional interest in nonqualified stock options for estate planning purposes from the Reporting Person to The Galvin

- (8) Family Trust pursuant to Rule 16a-13 and Rule 16b-5. The Reporting Person is also receiving a promissory note in favor of the Reporting Person in an amount equal to the appraised value of the transferred stock options as owned by The Galvin Family Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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