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EMERSON ELECTRIC CO

Form 4

November 07, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

required to respond unless the form

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

PETERS CHARLES A		Symbol EMERSON ELECTRIC CO [EMR]			(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
C/O EMERSON ELECTRIC CO, 8000 W FLORISSANT		(Month/Day/Year) 11/05/2007				X Director 10% Owner X Officer (give title Other (specify below) Sr. Exec. V. P.				
ST LOUIS,	(Street) MO 63136		4. If Amendment, 1 Filed(Month/Day/Yo				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)							lly Owned			
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis(D) (Instr. 3, 4)	sposed 4 and 5 (A) or (D)	l of	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	11/05/2007			A(1)	26,400 (1)	A (1)	(2)	335,048 (3)	D	
Common Stock								6,107.242 (3)	I	401(k) plan
Common Stock								5,964.215 <u>(3)</u>	I	401(k) excess plan
Reminder: Rep	ort on a separate l	ine for each o	class of secur	rities benefi	•		•	<u> </u>		
					Persons who respond to the collection of information contained in this form are not (9-02)					

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Pate	7. Title and A Underlying S (Instr. 3 and	Securities	8. D So (I
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(5)</u>	11/05/2007		A(4)	32,000 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock	32,000	

Reporting Owners

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

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A.
Peters 11/07/2007

**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).
- Acquisition of 26,400 shares pursuant to Rule 16b-3 upon payout of 60% (48,000 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the achievement of financial targets for the performance period ended September 30, 2007. Of these 48,000 units, 26,400 units were paid in shares of Issuer stock, with the remaining 21,600 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Note 1 and Note 4.
- (3) Balance reflects the effect of a 2-for-1 stock split effected in the form of a 100 percent stock dividend which was paid on December 11, 2006.
- (4) Acquisition of 32,000 restricted stock units pursuant to Rule 16b-3 upon payout of 40% (32,000 units) of earned performance share award under shareholder-approved benefit plan described in Note 1. The restricted stock units are subject to a one-year vesting period.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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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