

EMERSON ELECTRIC CO  
Form 8-K  
January 20, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event  
reported): January 15, 2009

Emerson Electric Co.

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(Exact Name of Registrant as Specified in its Charter)

Missouri

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1-278

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43-0259330

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(State or Other

(Commission

(I.R.S. Employer

Jurisdiction of

File Number)

Identification Number)

Incorporation)

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8000 West Florissant Avenue

St. Louis, Missouri

63136

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(Address of Principal Executive Offices)

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(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000  
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

We are filing this Current Report on Form 8-K solely to add exhibits to the Company's Registration Statement on Form S-3 (File No. 333-155674).

**Item 9.01. Financial Statements and Exhibits.**

| (d) Exhibits          |   |
|-----------------------|---|
| <u>Exhibit Number</u> | <u>Description of Exhibits</u>  |
| 1.1                   | Form of Underwriting Agreement Standard Provisions dated January 15, 2009 |
| 1.2                   | Form of Pricing Agreement (included in Exhibit 1.1)                       |
| 4.1                   | Form of 4.875% Fixed Rate Note due 2019                                   |
| 5.1                   | Opinion of T. G. Westman, Esq.  |
| 23.1                  | Consent of T. G. Westman, Esq. (included in Exhibit 5.1)                  |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERSON ELECTRIC CO.  
(Registrant)

Date: January 20, 2009

By: /s/ Timothy G. Westman  
Timothy G. Westman  
Vice President, Associate General Counsel and  
Assistant Secretary

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**EXHIBIT INDEX**

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