

GALVIN WALTER J  
Form 4  
March 26, 2010

**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)  
03/25/2010

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)  
Vice Chairman

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)	Price			
Common Stock	03/24/2010		G <sup>(1)</sup>	V	27,848 (1)	D 2	19,204	I Spouse
Common Stock	03/24/2010		G <sup>(1)</sup>	V	27,848 (1)	A 2	312,295	D
Common Stock	03/25/2010		M <sup>(3)</sup>		56,660 (3)	A	\$ 26.415 368,955	D
Common Stock	03/25/2010		F <sup>(4)</sup>		30,153 (4)	D	\$ 49.635 338,802	D
Common Stock	03/25/2010		F <sup>(5)</sup>		11,251 (5)	D	\$ 49.635 327,551	D

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Common Stock	214,000	I	JGM Investors, LP <sup>(6)</sup>
Common Stock	3,226	I	Trust - Daughter Megan <sup>(7)</sup>
Common Stock	3,226	I	Trust - Son Jeff <sup>(7)</sup>
Common Stock	16,365.164	I	401(k) plan
Common Stock	10,403.05	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 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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 26.415	03/25/2010		M <sup>(3)</sup>	56,660	<sup>(8)</sup> 01/16/2012	Common Stock	56,660
Employee Stock Option (right to buy)	\$ 26.415					10/16/2002 <sup>(10)</sup> 01/16/2012	Common Stock	56,660

# 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		Vice Chairman	

# Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Walter J. Galvin 03/26/2010

\*\*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) Bona fide gift of 27,848 shares from the Reporting Person's spouse to the Reporting Person.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) Exercise of 56,660 non-qualified stock options exempt under Rule 16b-3.
- (4) Payment of option exercise price by delivering securities.
- (5) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.

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 Galvin Family Trust has 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.

- (7) The Reporting Person disclaims beneficial ownership.
 

The exercised options vested as follows: 36,518 shares on 10/16/2002 and 20,142 shares on 10/16/2003. When taken together with the unexercised options reported in this Form 4 having the same grant date, exercise price and expiration date as the exercised options, that are either owned directly by the Reporting Person or indirectly by The Galvin Family Trust, all such options together vested in three equal annual installments beginning on 10/16/2002.
- (8) Price is not applicable to stock options received as incentive compensation.
- (9) When taken together with the other options reported in this Form 4 owned directly by the Reporting Person having the same grant date, exercise price and expiration date, all such options together vested in three equal annual installments beginning on 10/16/2002.
- (10) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See note 6 for more information regarding The Galvin Family Trust.
- (11)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.