FARR DAVID N Form 4 October 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FARR DAVID N	2. Issuer Name and Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVE.	(Month/Day/Year) 09/30/2011	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman of Board & CEO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. LOUIS, MO 63136	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie omr Dispose (Instr. 3, 4	d of (I	O)	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	09/30/2011		M <u>(1)</u>	176,640 (1)	A (1)	<u>(2)</u>	1,593,237	D	
Common Stock	09/30/2011		F(3)	74,984 (3)	D (3)	\$ 42.285 (4)	1,518,253	D	
Common Stock							135,768	I	Spouse
Common Stock							3,723	I	Trust-Daughter
Common Stock							3,723	I	Trust-Son

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Common Stock	7,176.787	I	401(k) plan
Common Stock	23,677.464	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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	<u>(5)</u>	09/30/2011		M <u>(1)</u>		176,640 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock	176,640

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
FARR DAVID N								
C/O EMERSON ELECTRIC CO.	X		Chairman of Board & CEO					

8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for David 10/03/2011 N. Farr

> **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) Vesting of 176,640 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (176,640 units) of the earned performance share award under a shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2010. The restricted stock units were subject to a

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one-year vesting period. The payout of the other 60% was previously reported.

- (2) Price is not applicable to the acquisition or vesting of the restricted stock units described in Note 1 or to the acquisition of Issuer common stock upon such vesting.
- (3) Shares withheld for required minimum taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.
- (4) Fair market value on date of the vesting described in Note 1.
- (5) Each restricted stock unit represented 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. 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.