PETERS CHARLES A

Form 4

October 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

1(b).

(Print or Type Responses)

of Reporting Person * ES A	2. Issuer Name and Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
rst) (Middle)	3. Date of Earliest Transaction	(Choth an appheacie)		
ELECTRIC RISSANT	(Month/Day/Year) 09/30/2011	X Director 10% Owner X Officer (give title Other (specify below) Sr. Exec. VP		
reet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
3136	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	ES A rst) (Middle) ELECTRIC RISSANT reet)	Symbol EMERSON ELECTRIC CO [EMR] rst) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) CLECTRIC RISSANT 4. If Amendment, Date Original Filed(Month/Day/Year)		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	y 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)	onor Dispos (Instr. 3, 4	(A) or (D)	` ′	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>	46,080 (1)	A (1)	<u>(2)</u>	674,501	D	
Common Stock	09/30/2011		F(3)	19,561 (3)	D (3)	\$ 42.285 (4)	654,940	D	
Common Stock							7,399.108	I	401(k) plan
Common Stock							9,095.408	I	401(k) excess plan

Edgar Filing: PETERS CHARLES A - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	* '	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. D S (I
	Derivative Security				or Disposed o (D) (Instr. 3, 4, and 5)	f				
				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>	46,080 (1)	<u>(1)</u>	<u>(1)</u>	Common Stock	46,080	

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. VP			

Signatures

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

**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).
- Vesting of 46,080 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (46,080 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 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.

Reporting Owners 2

Edgar Filing: PETERS CHARLES A - Form 4

- (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.