#### FARR DAVID N Form 4

February 26, 2010

## FORM 4

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

Check this box if no longer subject to Section 16.

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

**OMB APPROVAL** 

OMB 3235-0287 Number:

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

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Addr FARR DAVID	•	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	First) (Middle) 3. Date of Earliest Transaction		(Check an approach)		
C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVENUE			(Month/Day/Year) 02/25/2010	_X Director 10% Owner Other (specify below) below)  Chairman of Board, CEO & Pres.		
	(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) Tal	ble I - Non-	-Derivative	Securi	ties Acquire	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/25/2010		M(1)	100,000 (1)	A	\$ 21.2813	1,177,520	D	
Common Stock	02/25/2010		F(2)	13,294 (2)	D	\$ 47.245	1,164,226	D	
Common Stock	02/25/2010		F(3)	22,230 (3)	D	\$ 47.245	1,141,996	D	
Common Stock							110,768	I	Spouse
Common Stock							3,723	I	Trust - Daughter

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Common Stock	3,723	I	Trust - Son
Common Stock	6,782.765	I	401(k) plan
Common Stock	21,012.193	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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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 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 on Derivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shai
Employee stock option (right to buy)	\$ 21.2813	02/25/2010		M <u>(1)</u>		100,000	10/06/2001(4)	03/06/2010	Common Stock	100

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136	X		Chairman of Board, CEO & Pres.			
Signatures						
/s/ Timothy G. Westman, Attorney-in-Fact for David N. Farr			02/26/2010			

Reporting Owners 2

Date

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## **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) Exercise of 4,702 incentive stock options and 95,298 non-qualified stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities.
- (3) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (4) The options vested in three equal annual installments beginning on the date indicated.
- (5) Price is not applicable to stock options received as incentive compensation.

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.