#### PETERS CHARLES A

Form 4

October 04, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

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Estimated average response...

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

Check this box

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person * PETERS CHARLES A |                       |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>EMERSON ELECTRIC CO [EMR] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|--|-----------------------|--|--|--|--|--|
| (Last)   | (Last) (First) (Middl |  | 3. Date of Earliest Transaction  | (Check all applicable)   |  |  |
| C/O EMERSON ELECTRIC<br>CO., 8000 W. FLORISSANT            |                       |  | (Month/Day/Year)<br>09/30/2010   | _X Director 10% Owner _X Officer (give title Other (specify below) Sr. Exec. V.P.                    |  |  |
| (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 |  |  |

|                                      |   | i cison  |   |                |           |  |   |   |                |  |
|--------------------------------------|---|--|---|----------------|-----------|--|---|---|----------------|--|
| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                |           |  |   |   |                |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |                |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                |  |
|                                      |   |  | Code V  | Amount         | or<br>(D) | Price  | Transaction(s) (Instr. 3 and 4)               | (Instr. 4)  |                |  |
| Common<br>Stock                      | 09/30/2010                              |  | M <u>(1)</u>  | 60,000<br>(1)  | A         | \$<br>33.4063  | 461,460                                       | D   |                |  |
| Common<br>Stock                      | 09/30/2010                              |  | F(2)  | 9,388 (2)      | D         | \$ 52.91   | 452,072                                       | D   |                |  |
| Common<br>Stock                      | 09/30/2010                              |  | M(3)  | 100,000<br>(3) | A         | \$ 26.415  | 552,072                                       | D   |                |  |
| Common<br>Stock                      | 09/30/2010                              |  | F(2)  | 20,452<br>(2)  | D         | \$ 52.91   | 531,620                                       | D   |                |  |
| Common<br>Stock                      |   |  |   |                |           |  | 7,100.008                                     | I   | 401(k)<br>plan |  |

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Common 8,370.411 I excess plan

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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | Secur<br>Acqu<br>Dispo |         | Expiration Date  |                    | 7. Title and Amou<br>Underlying Securi<br>(Instr. 3 and 4) |                    |
|---|---|--------------------------------------|---|---|------------------------|---------|------------------|--------------------|--|--------------------|
|   |   |                                      |   | Code V                                  | (A)                    | (D)     | Date Exercisable | Expiration<br>Date | Title  | Amo<br>Nun<br>Shar |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 33.4063  | 09/30/2010                           |   | M <u>(1)</u>                            |                        | 60,000  | 10/02/2001(4)    | 10/02/2010         | Common<br>Stock  | 60                 |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 26.415   | 09/30/2010                           |   | M(3)                                    |                        | 100,000 | 10/16/2002(4)    | 01/16/2012         | Common<br>Stock  | 100                |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                |       |  |  |  |
|---|---------------|-----------|----------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer        | Other |  |  |  |
| PETERS CHARLES A<br>C/O EMERSON ELECTRIC CO.<br>8000 W. FLORISSANT<br>ST. LOUIS, MO 63136 | X             |           | Sr. Exec. V.P. |       |  |  |  |

# **Signatures**

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A.
Peters 10/04/2010

\*\*Signature of Reporting Person 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 60,000 non-qualified stock options exempt under Rule 16b-3.
- (2) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (3) Exercise of 3,784 incentive stock options and 96,216 non-qualified stock options exempt under Rule 16b-3.
- (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.