

GALVIN WALTER J  
Form 4  
February 14, 2011

**FORM 4**

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

OMB APPROVAL

OMB 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 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

2. Issuer Name and Ticker or Trading Symbol  
EMERSON ELECTRIC CO [EMR]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

(Street)  
ST .LOUIS, MO 63136

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. 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)
Common Stock	02/11/2011		M <sup>(1)</sup>	A	56,680 (1) \$ 26.415	436,162	D
Common Stock	02/11/2011		F <sup>(2)</sup>	D	24,489 (2) \$ 61.135	411,673	D
Common Stock	02/11/2011		F <sup>(3)</sup>	D	12,756 (3) \$ 61.135	398,917	D
Common Stock					154,000	I	JGM Investors, LP <sup>(4)</sup>
					19,204	I	Spouse

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Common Stock							
Common Stock				3,226	I		Trust - Daughter Megan <sup>(5)</sup>
Common Stock				3,226	I		Trust - Son Greg <sup>(5)</sup>
Common Stock				16,927.765	I		401(k) plan
Common Stock				11,429.81	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 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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.415	02/11/2011		M <sup>(1)</sup>	56,680	10/16/2004 <sup>(6)</sup>	01/16/2012	Common Stock	56,680
Employee Stock Option (right to buy)	\$ 26.415					10/16/2002 <sup>(8)</sup>	01/16/2012	Common Stock	56,680

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST .LOUIS, MO 63136	X		Vice Chairman	

# Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Walter J. Galvin 02/14/2011

\*\*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) Exercise of 3,784 incentive stock options and 52,896 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.

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

- (4) 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.

- (5) The Reporting Person disclaims beneficial ownership.

The exercised options vested as follows: 16,377 on 10/16/2003 and 40,303 on 10/16/2004. When taken together with the unexercised options reported in this Form 4 owned by the Galvin Family Trust and previously exercised options having the same grant date, exercise price and expiration date as the exercised options, all such options together vested in three equal annual installments beginning on 10/16/2002.

- (6) Price is not applicable to stock options received as incentive compensation.

When taken together with previously exercised options and the exercised 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.

- (7) The Reporting Person disclaims beneficial ownership in the options held by The Galvin Family Trust that are beneficially owned by his children. See note 4 for more information regarding The Galvin Family Trust.

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.