

EMERSON ELECTRIC CO
Form 4
December 19, 2007

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Exec. VP & CFO

ST. LOUIS, MO 63136

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/18/2007 | | J ⁽¹⁾ | V 190,000 D ⁽¹⁾ / ₍₂₎ | 168,988 | D | |
| Common Stock | 12/18/2007 | | J ⁽¹⁾ | V 190,000 A ⁽¹⁾ / ₍₂₎ | 190,000 | I | JGM Investors, LP ⁽³⁾ |
| Common Stock | 12/19/2007 | | G ⁽⁴⁾ | V ^{10,000} / ₍₄₎ D ⁽⁵⁾ | 158,988 | D | |
| Common Stock | | | | | 47,052 | I | Spouse |
| Common Stock | | | | | 3,226 | I | Trust-Daughter Megan ⁽⁶⁾ |

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| | | | |
|--------------|------------|---|--------------------|
| Common Stock | 3,226 | I | Trust-Son Greg (6) |
| Common Stock | 3,226 | I | Trust-Son Jeff (6) |
| Common Stock | 14,831.277 | I | 401(k) plan |
| Common Stock | 7,369.32 | I | 401(k) 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.

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136 | X | | Sr. Exec. VP & CFO | |

Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Walter J. Galvin 12/19/2007

__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).

Transfer for estate planning purposes from the Reporting Person to JGM Investors, LP pursuant to Rule 16a-13 and Rule 16b-5. The

(1) Reporting Person is also receiving a promissory note in favor of the Reporting Person in an amount equal to the appraised value of the transferred shares as owned by JGM Investors, LP.

(2) Price is not applicable to this transaction.

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

(3) Galvin Family Trust and the Reporting Person's spouse and children are the beneficiaries. The Reporting Person 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, except to the extent of his pecuniary interest therein.

(4) Bona fide gift by the Reporting Person of 10,000 shares to the Emerson Directors' and Officers' Charitable Trust.

(5) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

(6) The Reporting Person disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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