

GALVIN WALTER J

Form 4

December 22, 2008

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GALVIN WALTER J

(Last) (First) (Middle)

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

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------|
| Common<br>Stock                       | 12/19/2008                              |                                                             | J <sup>(1)</sup>                        | V 84,000 D <sup>(1)</sup><br><sup>(2)</sup>                                | 134,447                                                                                                            | D                                                                          |                                                                |
| Common<br>Stock                       | 12/19/2008                              |                                                             | J <sup>(1)</sup>                        | V 84,000 A <sup>(1)</sup><br><sup>(2)</sup>                                | 274,000                                                                                                            | I                                                                          | JGM Investors,<br>LP <sup>(3)</sup>                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 47,052                                                                                                             | I                                                                          | Spouse                                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 3,226                                                                                                              | I                                                                          | Trust-Daughter<br>Megan <sup>(4)</sup>                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 3,226                                                                                                              | I                                                                          | Trust-Son Greg<br><sup>(4)</sup>                               |

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|              |           |   |                       |
|--------------|-----------|---|-----------------------|
| Common Stock | 3,226     | I | Trust-Son Jeff<br>(4) |
| Common Stock | 15,287.38 | I | 401(k) plan           |
| Common Stock | 8,283.612 | 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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|--------|----------------------------------------------------------|-----------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)    | (D)    | Date Exercisable                                         | Expiration Date | Title                                    |
| Employee Stock Option (right to buy)       | \$ 26.415                                              | 12/19/2008                           |                                                    | G <sup>(5)</sup>               | V                                                                                       |        | 1      | 10/16/2002 <sup>(6)</sup>                                | 01/16/2012      | Common Stock                             |
| Employee Stock Option (right to buy)       | \$ 26.415                                              | 12/19/2008                           |                                                    | G <sup>(5)</sup>               | V                                                                                       | 1      |        | 10/16/2002 <sup>(6)</sup>                                | 01/16/2012      | Common Stock                             |
| Employee Stock Option (right to buy)       | \$ 26.415                                              | 12/19/2008                           |                                                    | J <sup>(8)</sup>               | V                                                                                       |        | 56,659 | 10/16/2002 <sup>(6)</sup>                                | 01/16/2012      | Common Stock                             |
| Employee Stock Option (right to buy)       | \$ 26.415                                              | 12/19/2008                           |                                                    | J <sup>(8)</sup>               | V                                                                                       | 56,659 |        | 10/16/2002 <sup>(6)</sup>                                | 01/16/2012      | Common Stock                             |
| Employee Stock Option                      | \$ 31.6275                                             | 12/19/2008                           |                                                    | G <sup>(5)</sup>               | V                                                                                       |        | 1      | 10/05/2005 <sup>(6)</sup>                                | 10/05/2014      | Common Stock                             |

(right to  
buy)

Employee  
Stock

Option \$ 31.6275 12/19/2008

G<sup>(5)</sup> V 1

10/05/2005<sup>(6)</sup> 10/05/2014

Common  
Stock

(right to  
buy)

Employee  
Stock

Option \$ 31.6275 12/19/2008

J<sup>(8)</sup> V

160,519 10/05/2005<sup>(6)</sup> 10/05/2014

Common  
Stock

(right to  
buy)

Employee  
Stock

Option \$ 31.6275 12/19/2008

J<sup>(8)</sup> V 160,519

10/05/2005<sup>(6)</sup> 10/05/2014

Common  
Stock

(right to  
buy)

## Reporting Owners

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

## Signatures

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

12/22/2008

\_\_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) Contribution for estate planning purposes pursuant to Rule 16a-13 and Rule 16b-5 in exchange for a limited partnership interest in 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 and The Galvin Family Trust together have 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.

(4) The Reporting Person disclaims beneficial ownership.

(5) Bona fide gift of a nonqualified stock option for estate planning purposes by the Reporting Person to The Galvin Family Trust.

(6)

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When taken together with other options that were issued to the Reporting Person having the same grant date, exercise price and expiration date, all such options together vested in three annual installments beginning on the date indicated.

- (7) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See note 3 for more information regarding The Galvin Family Trust.
- Transfer of a fractional interest in nonqualified stock options for estate planning purposes from the Reporting Person to The Galvin
- (8) Family Trust pursuant to Rule 16a-13 and Rule 16b-5. The 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 stock options as owned by 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.

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