

EMERSON ELECTRIC CO
Form 4
February 08, 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 *
GONZALEZ CARLOS
FERNANDEZ

(Last) (First) (Middle)

GRUPO MODELO SA DE
CV, JAVIER BARROS SIERRA
NO. 555, PISO 6

(Street)

COL. ZEDEC SANTA
FE, O5 11210

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2007

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/06/2007 | | A ⁽¹⁾ | V Amount 2,223 ⁽¹⁾ (A) or (D) Price | 33,309 ⁽³⁾ | D | |
| Common Stock | | | | | 128 ⁽³⁾ | I | LML Cariana S.A. de C.V. ⁽⁴⁾ |
| Common Stock | | | | | 924 ⁽³⁾ | I | Lago Capital S.A. de C.V. ⁽⁵⁾ |

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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 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GONZALEZ CARLOS FERNANDEZ
GRUPO MODELO SA DE CV
JAVIER BARROS SIERRA NO. 555, PISO 6
COL. ZEDEC SANTA FE, O5 11210

X

Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Carlos Fernandez
Gonzalez

02/08/2007

__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).
- (1) Grant to Reporting Person of 2,223 shares of restricted stock having a fair market value of \$44,965 per share on the date of grant under shareholder approved benefit plan pursuant to Rule 16b-3(d).
- (2) Price is not applicable to acquisitions resulting from grants of restricted stock.
- (3) Balance reflects adjustment for the 2-for-1 stock split effected in the form of a 100 percent stock dividend which was paid on December 11, 2006.
- (4) Shares owned by LML Cariana S.A. de C.V. in which the reporting person's spouse is a 98% shareholder. The reporting person's spouse shares voting and investment power with respect to these shares. The reporting person disclaims beneficial ownership of these shares.

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- (5) Shares owned by Lago Capital S.A. de C.V. in which the Reporting Person's spouse is a 50% shareholder. The Reporting Person's spouse shares voting and investment power with respect to these shares. The Reporting Person disclaims beneficial ownership of these shares.

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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