

EMERSON ELECTRIC CO  
Form 8-K  
February 22, 2007  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event  
reported): February 20, 2007

**Emerson Electric Co.**

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(Exact Name of Registrant as Specified in Charter)

Missouri

1-278

43-0259330

-----  
(State or Other

-----  
(Commission

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(I.R.S. Employer

Jurisdiction of

File Number)

Identification Number)

Incorporation)

8000 West Florissant Avenue

St. Louis, Missouri

63136

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(Address of Principal Executive Offices)

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(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000  
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 20, 2007, W. Wayne Withers, Executive Vice President, Secretary and General Counsel of Emerson Electric Co. (the Company), indicated that he will retire as Secretary and General Counsel on March 15, 2007, and as Executive Vice President and an employee on September 30, 2007. After that date, it is expected that Mr. Withers will become a consultant to the Company, under terms to be determined.

(e) The information provided in Item 5.02(b) of this Current Report on Form 8-K is hereby incorporated into this Item 5.02(e) by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 20, 2007, the Company announced that Frank L. Steeves has been named Senior Vice President, Secretary and General Counsel of the Company effective March 15, 2007. A copy of the February 20, 2007 press release announcing the appointment of Mr. Steeves and the retirement of Mr. Withers is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number

Description of Exhibits

99.1	Press Release dated February 20, 2007.
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERSON ELECTRIC CO.

(Registrant)

Date: February 22, 2007

By: /s/ Timothy G. Westman  
Timothy G. Westman

Vice President, Associate General Counsel  
and Assistant Secretary

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**EXHIBIT INDEX**

Exhibit Number

Description of Exhibits

99.1	Press Release dated February 20, 2007.
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