

EMERSON ELECTRIC CO  
Form 8-K  
November 05, 2010

**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): November 2, 2010

Emerson Electric Co.

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(Exact Name of Registrant as Specified in Charter)

Missouri

1-278

43-0259330

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(State or Other

(Commission

(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.**

Harriet Green resigned from the Board of Directors class of 2012 of Emerson Electric Co. (the Company) effective November 2, 2010. On the same date, immediately following the resignation, Ms. Green was elected by the Board as a Director in the class of 2011.

The reason for the change is to keep the number of Directors in each class as nearly equal as possible, as required by Missouri law, following the Annual Meeting of Stockholders to be held in February 2011.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 2, 2010, the Board of Directors adopted amendments to the Company's Bylaws, effective on that date. The amended Bylaws, and a copy of the amended Bylaw provision marked to show changes from the prior Bylaw provision dated November 3, 2009, are included as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Article III, Section 3 of the Bylaws, which provided that no Director is permitted to stand for election or re-election to the Board after reaching the age of 72, has been amended to allow Rozanne L. Ridgway to serve as a member of the Company's Board of Directors for an additional year, until the Annual Meeting of Stockholders to be held in February 2012.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
3.1	Bylaws of Emerson Electric Co., as amended through November 2, 2010.
3.2	Article III, Section 3 of the Bylaws of Emerson Electric Co., as amended through November 2, 2010, marked to show changes from prior Bylaw provision as amended through November 3, 2009.



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: November 5, 2010

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

Vice President, Associate General Counsel

and Assistant Secretary

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EXHIBIT INDEX

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