

EMERSON ELECTRIC CO  
Form 8-K  
November 06, 2008

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 4, 2008

Emerson Electric Co.

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(Exact Name of Registrant as Specified in its 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)

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

On November 4, 2008, the Board of Directors of Emerson Electric Co. (the Company) adopted amendments to the Company's Bylaws, effective on that date. The amended Bylaw provision, and a copy marked to show changes from the prior bylaw provision dated February 5, 2008, 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, 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 Vernon R. Loucks, Jr. to serve as a member of the Company's Board of Directors for one additional year, until the Annual Meeting of Stockholders to be held in February 2010.

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

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
3.1	Amended Bylaw provision of Emerson Electric Co., as amended through November 4, 2008.
3.2	Amended Bylaw provision of Emerson Electric Co., as amended through November 4, 2008, marked to show changes from prior Bylaw provision as amended through February 5, 2008.

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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: November 6, 2008

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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