

EMERSON ELECTRIC CO  
Form 8-K  
February 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): February 5, 2008

Emerson Electric Co.

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(Exact Name of Registrant as Specified in its Charter)

Missouri

1-278

43-0259330

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(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 5, 2008, the Board of Directors of Emerson Electric Co. (the "Company") appointed David C. Farrell to serve as a member of the Board for an additional one-year term ending at the Company's Annual Meeting of Stockholders in February 2009. Mr. Farrell will continue to

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serve as Chairman of the Corporate Governance and Nominating Committee and as a member of the Executive, Compensation and Finance Committees. Mr. Farrell will continue to be compensated for his service as a Director pursuant to the Company's regular Director compensation policies, which are described in the Company's Proxy Statement for the 2008 Annual Meeting of Stockholders.

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

On February 5, 2008, the Board 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 October 4, 2005, 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 David C. Farrell 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 2009.

### **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 February 5, 2008.   |
| 3.2                   | Amended Bylaw provision of Emerson Electric Co., as amended through February 5, 2008, marked to show changes from prior Bylaw provision as amended through October 4, 2005. |

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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 6, 2008

By: /s/ Timothy G. Westman  
Timothy G. Westman  
Vice President, Associate General Counsel and  
Assistant Secretary

EXHIBIT INDEX

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