

EMERSON ELECTRIC CO  
Form 8-K  
February 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**



**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 1, 2011

Emerson Electric Co.

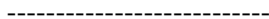
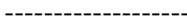


(Exact Name of Registrant as Specified in Charter)

Missouri

1-278

43-0259330



(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.**

*Departures from Board of Directors*

R. B. Horton and V. R. Loucks, Jr. retired from the Board of Directors of Emerson Electric Co. (the Company), effective as of the election of Directors at the Company's Annual Meeting of Stockholders on February 1, 2011 (the Annual Meeting).

*2011 Stock Option Plan*

At the Annual Meeting, the Company's stockholders approved the Emerson Electric Co. 2011 Stock Option Plan (the Plan). The text of the Plan, and the description of the Plan on pages 44-48 of the Company's Proxy Statement dated December 10, 2010 (the Proxy Statement), which are listed as Exhibit 10.1 and Exhibit 10.2 hereto, respectively, are incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

*Proposal 1:* The five Directors named in the Proxy Statement were elected by the stockholders, by the votes set forth in the table below:

| <u>Nominee</u> | <u>For</u>  | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|----------------|-------------|-----------------|-------------------------|
| D. N. Farr     | 563,905,514 | 17,820,125      | 79,408,829              |
| H. Green       | 558,848,599 | 22,877,040      | 79,408,829              |
| C. A. Peters   | 574,435,271 | 7,290,368       | 79,408,829              |
| J. W. Prueher  | 551,834,850 | 29,890,789      | 79,408,829              |
| R. L. Ridgway  | 570,550,164 | 11,175,475      | 79,408,829              |

*Proposal 2:* The performance measures under the Emerson Electric Co. 2006 Incentive Shares Plan were re-approved by the stockholders, by the votes set forth in the table below:

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For  
553,168,603

Against  
24,534,119

Abstain  
4,022,917

Broker Non-Votes  
79,408,829

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*Proposal 3:* The Emerson Electric Co. 2011 Stock Option Plan was approved by the stockholders, by the votes set forth in the table below:

|             |                |                |                         |
|-------------|----------------|----------------|-------------------------|
| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
| 545,673,903 | 32,102,542     | 3,949,194      | 79,408,829              |

*Proposal 4:* The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2011 was ratified by the stockholders, by the votes set forth in the table below:

|             |                |                |
|-------------|----------------|----------------|
| <u>For</u>  | <u>Against</u> | <u>Abstain</u> |
| 654,294,944 | 5,095,110      | 1,744,414      |

*Proposal 5:* The Emerson Electric Co. executive compensation as described in the Proxy Statement was approved by the non-binding advisory votes of the stockholders set forth in the table below:

|             |                |                |                         |
|-------------|----------------|----------------|-------------------------|
| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
| 534,032,241 | 23,137,390     | 24,556,008     | 79,408,829              |

*Proposal 6:* The frequency of future advisory votes on executive compensation (every one, two or three years) received the non-binding advisory votes of the stockholders set forth in the table below:

|                |                |               |                |                         |
|----------------|----------------|---------------|----------------|-------------------------|
| <u>3 Years</u> | <u>2 Years</u> | <u>1 Year</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
| 237,668,933    | 9,750,492      | 325,576,021   | 8,730,193      | 79,408,829              |

Based upon these results, the Board of Directors determined to hold an annual advisory vote on executive compensation.

*Proposal 7:* The stockholder proposal requesting the issuance of a sustainability report as described in the Proxy Statement was not approved by the stockholders, by the votes set forth in the table below:

| <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|----------------|-------------------------|
| 176,190,640 | 346,453,987    | 59,081,012     | 79,408,829              |

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

**(d) Exhibits.**

Exhibit No.      Description

10.1                  Emerson Electric Co. 2011 Stock Option Plan, incorporated by reference to Emerson Electric Co. 2011 Proxy Statement dated December 10, 2010, Appendix B.

10.2                  Description of the Emerson Electric Co. 2011 Stock Option Plan, incorporated by reference to pages 44-48 of the Emerson Electric Co. 2011 Proxy Statement dated December 10, 2010.

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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 4, 2011

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

Vice President, Associate General Counsel  
and Assistant Secretary

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**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                 |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1               | Emerson Electric Co. 2011 Stock Option Plan, incorporated by reference to Emerson Electric Co. 2011 Proxy Statement dated December 10, 2010, Appendix B.                           |
| 10.2               | Description of the Emerson Electric Co. 2011 Stock Option Plan, incorporated by reference to pages 44-48 of the Emerson Electric Co. 2011 Proxy Statement dated December 10, 2010. |