

EMERSON ELECTRIC CO  
Form FWP  
January 15, 2009  
Free Writing Prospectus

Filed pursuant to Rule 433

Dated January 15, 2009

Relating to

Preliminary Prospectus Supplement dated January 15, 2009 to

Prospectus dated November 25, 2008

Registration Statement No. 333-155674

Final Term Sheet

**\$500,000,000 4.875% Notes due 2019**

<b>Issuer:</b>	Emerson Electric Co.
<b>Principal Amount:</b>	\$500,000,000
<b>Title of Securities:</b>	4.875% Notes due 2019
<b>Trade Date:</b>	January 15, 2009
<b>Original Issue Date (Settlement Date):</b>	January 21, 2009
<b>Maturity Date:</b>	October 15, 2019
<b>Benchmark Treasury:</b>	3.750% Notes due November 15, 2018
<b>Benchmark Treasury Yield:</b>	2.222%
<b>Spread to Benchmark Treasury:</b>	270 basis points
<b>Interest Rate:</b>	4.875% per annum
<b>Yield to Maturity:</b>	4.922%
<b>Public Offering Price:</b>	99.619%
<b>Gross Proceeds to Issuer:</b>	\$498,095,000
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each April 15 and October 15, commencing April 15, 2009.
<b>Redemption Provision:</b>	Make-whole call at the Treasury Rate plus 40 basis points.

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**Joint Book-Running Managers:**

Banc of America Securities LLC

J.P. Morgan Securities Inc.

**Co-Managers:**

Barclays Capital Inc.

BNP Paribas Securities Corp.

Citigroup Global Markets Inc.

Morgan Stanley & Co. Incorporated

RBC Capital Markets Corporation

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**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322 or J.P. Morgan Securities Inc. toll-free at 1-212-843-4533.**

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