

Final Terms dated 29 June 2011



SCHNEIDER ELECTRIC SA

**Issue of USD 300,000,000 Floating Rate Notes due July 2014
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

Series no. 13

Tranche no. 1

DEUTSCHE BANK AG, LONDON BRANCH

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 24 June 2011 which constitute a Base Prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and Final Terms are available for viewing at the office of the Fiscal Agent or each of the paying agents and on the website of the Issuer (www.schneider-electric.com), and copies may be obtained from Schneider Electric S.A., 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

1	(i) Issuer:	Schneider Electric SA
2	(i) Series Number:	13
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	United States dollars (“ USD ”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	USD 300,000,000
	(ii) Tranche:	USD 300,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	USD 200,000
7	(i) Issue Date:	1 July 2011
	(ii) Interest Commencement Date:	1 July 2011
8	Maturity Date:	1 July 2014
9	Interest Basis:	3-month USD-LIBOR-BBA + Margin (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Change of Control Put Option (Further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Date of approval for issuance of Notes obtained:	Decision of the <i>Directoire</i> of the Issuer dated 20 June 2011 and decision of Mr. Emmanuel Babeau, member of the <i>Directoire</i> of the Issuer, dated 24 June 2011
14	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Not Applicable
16	Floating Rate Note Provisions	Applicable
(i)	Interest Period(s):	The period beginning on (and including) the Issue Date and ending on (but excluding) the first Specified Interest Payment Date and each successive period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date subject to adjustment in accordance with the Business Day Convention.
(ii)	Specified Interest Payment Dates:	Interest payable quarterly on 1 July, 1 October, 1 January and 1 April of each year, commencing on 1 October 2011 up to, and including, the Maturity Date.
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Business Centre(s):	TARGET, New York and London
(v)	Manner in which the Rate(s) of Interest is/are to be determined:	2006 ISDA Determination
(vi)	Interest Period Date(s):	Not Applicable
(vii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom
(viii)	Screen Rate Determination:	Not Applicable
(ix)	ISDA Determination:	
	– Floating Rate Option:	USD-LIBOR-BBA
	– Designated Maturity:	3 months
	– Reset Date:	The first day of each Interest Period
	– ISDA Definitions: (if different from those set out in the Conditions):	Not Applicable
(x)	Margin(s):	+ 0.49 per cent. per annum
(xi)	Minimum Rate of Interest:	Not Applicable
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360, adjusted
(xiv)	Rate Multiplier:	Not Applicable

(xv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Change of Control Put Option	Applicable
23	Final Redemption Amount of each Note	USD 200,000 per Note of USD 200,000 Specified Denomination
24	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates :	No
	(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only):	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
25	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialises Notes:	Bearer dematerialised form (<i>au porteur</i>) only
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
	(iv) Applicable TEFRA exemption:	Not Applicable

26	Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET, New York and London
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	Details relating to Partly Paid Notes:	Not Applicable
29	Details relating to Instalment Notes:	Not Applicable
30	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Masse:	Applicable The initial Representative will be: Sylvain THOMAZO 20, rue Victor Bart 78000 Versailles France The alternate Representative will be: Christian HOCHSTRASSER 2, rue du Général de Gaulle 54870 Cons la Grandville France The acting representative will be entitled to a remuneration of Euro 600 per year.
33	Other final terms:	Not Applicable

DISTRIBUTION

34	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager(s) (if any):	Not Applicable
35	If non-syndicated, name of Dealer:	Deutsche Bank AG, London Branch
36	Additional selling restrictions:	Not Applicable
37	The aggregate principal amount of Notes issued has been translated into Euro at the rate of USD 1.4188 per Euro 1.00, producing a sum of:	Euro 211,446,292.64

LISTING AND ADMISSION TO TRADING APPLICATION


These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 7,500,000,000 Euro Medium Term Note Programme of Schneider Electric SA.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:



Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing: *Bourse de Luxembourg* (regulated market of the Luxembourg Stock Exchange)
- (ii) Admission to trading: Application has been made for the Notes to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 1 July 2011.
- (iii) Estimate of total expenses related to admission to trading: Euro 1,875

2 RATINGS

- Ratings: The Notes to be issued have been rated:
S & P: A-
Moody's: A3
- Each of S & P and Moody's is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009, although the result of such applications has not been determined.

3 NOTIFICATION

Not Applicable

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes.

6 OPERATIONAL INFORMATION

ISIN Code: FR0011072859

Common Code: 064405438

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable