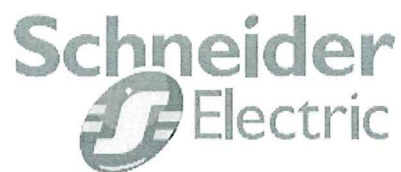


Final Terms dated 8 April 2008



SCHNEIDER ELECTRIC SA

**Issue of Euro 125,000,000 4 per cent. Notes due August 2017
under the Euro 6,000,000,000 Euro Medium Term Note Programme**

**SERIES NO: 4
TRANCHE NO: 2**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 21 May 2007 and the supplement to the Base Prospectus dated 7 August 2007. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 21 May 2007 and the supplement to the Base Prospectus dated 7 August 2007, which together constitute a Base Prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the Base Prospectus dated 21 May 2007 and are attached hereto. 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 dated 21 May 2007 and the supplement to the Base Prospectus dated 7 August 2007. The Base Prospectus and the supplement to the Base Prospectus 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., 43/45 boulevard Franklin Roosevelt - 92500 Rueil-Malmaison, France.

1	Issuer:	Schneider Electric SA
2	(i) Series Number:	4
	(ii) Tranche Number:	2
		The issue of the Notes will be fungible with Series 4 Tranche 1 on 21 May 2008
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 725,000,000
	(ii) Tranche:	EUR 125,000,000
5	Issue Price:	86.544 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 11 August 2007 to but excluding Issue Date
6	Specified Denomination:	EUR 1,000
7	(i) Issue Date:	10 April 2008
	(ii) Interest Commencement Date:	11 August 2007
8	Maturity Date:	11 August 2017
9	Interest Basis:	4 per cent. Fixed Rate (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:	Not Applicable
13	(i) Status of the Notes:	Senior

(ii) Dates for issuance of Notes obtained:		3 April 2008 pursuant to an authorisation of the <i>Directoire</i> dated 17 March 2008
14	Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	11 August in each year commencing on, and including, 11 August 2008 to, and including the Maturity Date
	(iii) Fixed Coupon Amount[(s)]:	EUR 40 per EUR 1,000 in Nominal Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual ICMA
	(vi) Determination Dates:	11 August in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	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	Not Applicable
23	Final Redemption Amount of each Note	EUR 1,000 per Note of EUR 1,000 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):	The Conditions apply
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates:	Yes

- (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 Dematerialised Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Temporary Global Certificate exchangeable for a Definitive Materialised Notes on 21 May 2008 (the “**Exchange Date**”), being 40 days after the Issue Date subject to postponement as provided in the Temporary Global Certificate
- (iv) Applicable TEFRA exemption: D Rules
- 26** Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
- 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:
Cedric Fournier
16, allée Jean-Baptiste Clément
93190 Livry-Gargan
France
- The alternate Representative will be:
Hugo Cassat
28, rue Copernic
75116 Paris
France
- The Representative will not receive any remuneration
- 33** Other final terms: Applicable
- In Condition 10(b)(vi) the references to “Extraordinary Resolution” are replaced by “General Meeting”

DISTRIBUTION

- 34** (i) If syndicated, names of Managers: Not Applicable

- (ii) Stabilising Manager(s) (if any): Not Applicable
- (iii) Dealer Commission: 0.22 per cent. of the Aggregate Nominal Amount
- 35** If non-syndicated, name of Dealer: Natixis
- 36** Additional selling restrictions: Not Applicable
- 37** The aggregate principal amount of Notes issued has been translated into [Euro] at the rate of [●], producing a sum of (for Notes not denominated in [Euro]): Not Applicable

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 EUR 6,000,000,000 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: Pierre BOUCHUT

Duly authorised



PART B – OTHER INFORMATION

1 RISK FACTORS

Not Applicable

2 LISTING

- | | |
|---|---|
| (i) Listing: | Luxembourg |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 10 April 2008 |
| (iii) Estimate of total expenses related to admission to trading: | EUR 4,855 |

3 RATINGS

Ratings:	The Notes have been rated: S & P: BBB+
----------	---

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 |
| (ii) Estimated net proceeds: | EUR 111,224,672.13 |

6 YIELD

Indication of yield:	5.913 per cent
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7 OPERATIONAL INFORMATION

ISIN Code:	FR0010604074 until 20 May 2008, and thereafter FR0010224337
Common Code:	035605657 until 20 May 2008, and thereafter 022671910
Depositories:	
(i) Euroclear France to act as Central Depositary:	Yes
(ii) Common Depositary for Euroclear and Clearstream Luxembourg:	No

Any clearing system(s) other than
Euroclear Bank S.A./N.V. and
Clearstream Banking Societe
Anonyme and the relevant
identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of
additional Paying Agent(s) (if
any):

Not Applicable

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions that, subject to completion in accordance with the provisions of the relevant Final Terms, shall be applicable to the Notes. In the case of Dematerialised Notes, the text of the terms and conditions will not be endorsed on physical documents of title but will be constituted by the following text as completed, amended or varied by the relevant Final Terms. In the case of Materialised Notes, either (i) the full text of these terms and conditions together with the relevant provisions of the Final Terms or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on Definitive Materialised Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Final Terms. Those definitions will be endorsed on the definitive Notes, as the case may be. References in these Conditions to “Notes” are to the Notes of one Series only, not to all Notes that may be issued under the Programme.

The Notes are issued with the benefit of an Amended and Restated Agency Agreement (as amended or supplemented as at the Issue Date, the “**Agency Agreement**”) dated 21 May 2007 between Schneider Electric SA (the “**Issuer**”), BNP Paribas Securities Services as fiscal agent and the other agents named in it. The fiscal agent, the paying agents, and the calculation agent(s) for the time being (if any) are referred to below respectively as the “**Fiscal Agent**”, the “**Paying Agents**” (which expression shall include the Fiscal Agent), and the “**Calculation Agent(s)**”. The holders of Dematerialised Notes and Materialised Notes, the holders of the interest coupons (the “**Coupons**”) relating to interest bearing Materialised Notes and, where applicable in the case of such Notes, talons for further Coupons (the “**Talons**”) (the “**Couponholders**”) and the holders of the receipts (the “**Receipts**”) for the payment of instalments of principal (the “**Receiptholders**”) relating to Materialised Notes of which the principal is payable in instalments are deemed to have notice of all of the provisions of the Agency Agreement applicable to them. Copies of the Agency Agreement are available for inspection at the specified offices of each of the Paying Agents.

References below to “**Conditions**” are, unless the context requires otherwise, to the numbered paragraphs below.

1. Form, Denomination and Title

- (a) **Form:** Notes may be issued either in dematerialised form (“**Dematerialised Notes**”) or in materialised form (“**Materialised Notes**”).

- (i) Title to Dematerialised Notes will be evidenced in accordance with Article L.211-4 of the French *Code monétaire et financier* (the “**Code**”) by book entries (*inscriptions en compte*). No physical document of title (including *certificats représentatifs* pursuant to Article R.211-7 of the Code) will be issued in respect of the Dematerialised Notes.

Dematerialised Notes are issued, at the option of the Issuer and as specified in the relevant Final Terms (the “**Final Terms**”), in either (i) bearer dematerialised form (*au porteur*) only, in which case they are inscribed in the books of Euroclear France S.A. (acting as central depositary) (“**Euroclear France**”) which shall credit the accounts of Account Holders, or (ii) in registered dematerialised form (*au nominatif*) and, in such latter case, at the option of the relevant Noteholder in either administered registered form (*au nominatif administré*) inscribed in the books of an Account Holder or in fully registered form (*au nominatif pur*) inscribed in an account in the books of Euroclear France maintained by the Issuer or the Registration Agent (designated in the relevant Final Terms) acting on behalf of the Issuer (the “**Registration Agent**”).