

EMERSON ELECTRIC CO
Form 4
September 12, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALVIN WALTER J

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Exec. VP-Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/08/2005		M	6,702 (1) A \$ 44.75	112,020	D	
Common Stock	09/08/2005		F	4,389 (2) D \$ 68.325	107,631	D	
Common Stock					4,113	I	Trust-Daughter Megan (3)
Common Stock					4,113	I	Trust-Son Greg (3)
Common Stock					4,113	I	Trust-Son Jeff (3)

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Common Stock	55,139	I	W.J. Galvin Family Partnership ⁽⁴⁾
Common Stock	6,908.227	I	401(k) plan
Common Stock	2,713.729	I	401(k) excess plan
Common Stock	23,536	I	Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 44.75	09/08/2005		M	6,702	10/01/1997 ⁽⁵⁾ 10/01/2006	Common Stock	6,702
Employee Stock Option (right to buy)	\$ 44.75					10/01/1997 ⁽⁵⁾ 10/01/2006	Common Stock	20,38

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Sr. Exec. VP-Finance & CFO	

GALVIN WALTER J
C/O EMERSON ELECTRIC CO.
8000 W. FLORISSANT
ST. LOUIS, MO 63136

Signatures

/s/ Harley M. Smith, Attorney-in-fact for Walter J.
Galvin

09/12/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of incentive stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities; 4,389 shares delivered for exercise of incentive stock options.
- (3) The Reporting Person disclaims beneficial ownership.
- (4) The Reporting Person's spouse is the controlling partner of the Walter J. Galvin Family Partnership, L.P.
- (5) The options vested in three annual installments beginning on 10/1/1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.