

EMERSON ELECTRIC CO
Form 4
September 28, 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)

09/26/2005

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	09/26/2005		M		20,380 (1) \$ 44.75	I	W.J. Galvin Family Partnership (2)
Common Stock	09/26/2005		F		13,064 (3) \$ 69.81	I	W.J. Galvin Family Partnership (2)
Common Stock	09/26/2005		F		2,374 (4) \$ 69.81	I	W.J. Galvin Family Partnership (2)
Common Stock						D	107,631

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Common Stock	4,113	I	Trust-Daughter Megan ⁽⁵⁾
Common Stock	4,113	I	Trust-Son Greg ⁽⁵⁾
Common Stock	4,113	I	Trust-Son Jeff ⁽⁵⁾
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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 44.75	09/26/2005		M	20,380	10/01/1997 ⁽⁶⁾ 10/01/2006	Common Stock 20,380

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT	X		Sr. Exec. VP-Finance & CFO	

ST. LOUIS, MO 63136

Signatures

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

09/28/2005

__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 non-qualified stock options exempt under Rule 16b-3.
- (2) The Reporting Person's spouse is the controlling partner of the Walter J. Galvin Family Partnership, L.P.
- (3) Payment of option exercise price by delivering securities; 13,064 shares delivered for exercise of non-qualified stock options.
- (4) Payment of tax liability by delivering securities; 2,374 shares delivered for tax liability of non-qualified stock options.
- (5) The Reporting Person disclaims beneficial ownership.
- (6) 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.