

GALVIN WALTER J  
Form 4  
February 28, 2003

**FORM 4**

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

OMB APPROVAL  
OMB Number:  
3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden  
hours per response. . .  
.05

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Galvin, Walter J.		Emerson Electric Co. EMR		<input checked="" type="checkbox"/> Director      ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below)      ___ Other (specify below)	
(Last)      (First)      (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year		Executive Vice President - Finance and Chief Financial Officer
c/o Emerson Electric Co. 8000 W. Florissant			February 28, 2003		
(Street)		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)		<input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
St. Louis, Missouri 63136					
(City)	(State)	(Zip)			

**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								113,839	D	
								75,139	I	W. J. Galvin Family Partnership
								6,221,914	I	401(k)
								1,753,757	I	401(k) excess plan
								23,526	I	Spouse
	2/10/03		G	V	250	A		3,150	I	Trust-Daughter Megan (1)
								450	I	Daughter Megan - UGMA (1)
	2/4/03		G	V	575	A		4,095	I	Trust - Son Greg (1)
	2/10/03		G	V	250	D		0	I	Daughter Megan - (1)
	2/4/03		G	V	450	A		4,113	I	Trust - Son Jeff (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

