

WITHERS W WAYNE
Form 4
December 05, 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 *
WITHERS W WAYNE

(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)
12/01/2005

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)
Exec. VP, Secy & Gen. Counsel

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 | 12/01/2005 | | S | 23,000 D \$ 76.857 (1) | 18,209 | D | |
| Common Stock | 12/02/2005 | | M | 27,649 (2) A \$ 42.5625 | 45,858 | D | |
| Common Stock | 12/02/2005 | | F | 5,258 (3) D \$ 77.11 | 40,600 | D | |
| Common Stock | | | | | 203.488 | I | 401(k) plan |
| Common Stock | | | | | 2,165.238 | I | 401(k) excess plan |

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

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(9-02)

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) | \$ 42.5625 | 12/02/2005 | | M | 27,649 | 03/06/2001 ⁽⁴⁾ 03/06/2010 | Common Stock 27,6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WITHERS W WAYNE C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136 | | | Exec. VP, Secy & Gen. Counsel | |

Signatures

/s/ Harley M. Smith, Attorney-in-Fact for W. Wayne Withers

12/05/2005

__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) The Reporting Person gave a single order to his broker to sell 23,000 shares of Emerson Electric Co. common stock on December 1, 2005. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on December 1, 2005, as follows: 5,100 shares at \$76.88; 600 at \$76.87; 6,900 at \$76.86; 2,600 at \$76.85; and 7,800 at \$76.84. The average sale price for these transactions was \$76.857 per share.
- (2) Exercise of non-qualified stock options exempt under Rule 16b-3.

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(3) Shares withheld for taxes exempt under Rule 16b-3.

(4) The options became exercisable in three annual installments beginning on 3/6/2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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