#### **EMERSON ELECTRIC CO**

Form 4

October 03, 2006

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - --1: - -1-1-)

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

2. Issuer Name and Ticker or Trading

EMERSON ELECTRIC CO [EMR]

1(b).

(Print or Type Responses)

FARR DAVID N

1. Name and Address of Reporting Person \*

			EMERSON ELLECTRIC CO [EN		(Check all applicable)				
	(Last)	(First)	(Middle) 3. Dat	e of Earliest Transaction	<u> </u>		···· · <b>,</b>		
C/	O EME	DOON EL ECTRI		(Month/Day/Year)			10% Owner		
		RSON ELECTRI W. FLORISSAN	- 0. 0.	2/2006	_X_ Officer (give title Other (specify below)				
CC	رار, م	W. FLORISSAN	(1		Chairmai	n of Board, C	EO & Pres.		
		(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
ST	. LOUI	S, MO 63136				y More than Or			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
Sec (Ins	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)	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)		
	ommon	10/02/2006		·	352,804	D			
	ommon ock				2,806.23	I	401(k) plan		
	ommon ock				5,895.08	I	401(k) excess plan		
	ommon ock				1,369	I	Trust-Daughter		
	ommon ock				1,369	I	Trust-Son		

Common Stock 42,388 I Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title a Amount Underly Securitie (Instr. 3	of ring es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	lumber		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136

Chairman of Board, CEO & Pres.

## **Signatures**

/s/ Timothy G. Westman, Attorney-in-Fact for David N. Farr 10/03/2006

\*\*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) Shares withheld for taxes pursuant to Rule 16b-3 upon vesting of previously-reported stock grant under stockholder-approved benefit plan.
- (2) Fair market value on date of the vesting described in Note 1.

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

Reporting Owners 2

## Edgar Filing: EMERSON ELECTRIC CO - Form 4

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.