

WITHERS W WAYNE  
Form 4/A  
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)  
11/07/2002

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/23/2005

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 Ownership (Instr. 4)      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |  |
| Common Stock                    | 12/02/1997                           |  | G                              |   | 88 <sup>(1)</sup> D <sub>(2)</sub>  |  | 45,859 <sup>(3)</sup> <sub>(4)</sub> D |
| Common Stock                    | 11/07/2002                           |  | G                              |   | 230 <sup>(1)</sup> D <sub>(2)</sub>   |  | 45,629 <sup>(4)</sup> D                |
| Common Stock                    | 09/14/2004                           |  | G                              |   | 175 <sup>(1)</sup> <sub>(5)</sub> D <sub>(2)</sub>  |  | 45,454 <sup>(4)</sup> D                |
| Common Stock                    | 11/21/2005                           |  | F                              |   | 4,245 <sub>(6)</sub> D <sub>(7)</sub> \$ 72.44  |  | 41,209 <sup>(4)</sup> D                |
| Common Stock                    |                                      |  |                                |   |   |  | 203.488 I 401(k) plan                  |

Common  
Stock

2,165.238 I

401(k)  
excess  
plan

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |

## 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) Bona fide gift by the Reporting Person to the United Way.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

## Edgar Filing: WITHERS W WAYNE - Form 4/A

- (3) Filing on October 18, 1999 amended to reflect that gift was for 88 shares, not 112 shares.
- (4) The amount of securities beneficially owned following the reported transaction was incorrectly reported on November 23, 2005.
- (5) The amount of securities transferred in the reported transaction was incorrectly reported on November 23, 2005.
- (6) Shares withheld for taxes pursuant to Rule 16b-3 upon vesting of previously-reported stock grant under shareholder-approved benefit plan.
- (7) Fair market value on date of vesting described in Note 6.

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.