

EMERSON ELECTRIC CO

Form 4

August 18, 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 \*  
**BERGES JAMES G**

(Last) (First) (Middle)

**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)  
**08/16/2005**

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)

President

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	08/16/2005		M		6,702 (1) \$ 44.75	222,391	D
Common Stock	08/16/2005		F		4,419 (2) \$ 67.855	217,972	D
Common Stock	08/16/2005		M		23,824 (3) \$ 44.75	241,796	D
Common Stock	08/16/2005		F		15,711 (4) \$ 67.855	226,085	D
Common Stock	08/16/2005		F		2,632 (5) \$ 67.855	223,453 (6)	D

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 44.75	08/16/2005		M	6,702	10/01/1997 <sup>(7)</sup> 10/01/2006	Common Stock	6,702
Employee Stock Option (right to buy)	\$ 44.75	08/16/2005		M	23,824	10/01/1997 <sup>(7)</sup> 10/01/2006	Common Stock	23,824

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGES JAMES G EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136	X		President	

## Signatures

/s/ Harley M. Smith, Attorney-in-fact for James G. Berges 08/18/2005

\_\_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 incentive stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities; 4,419 shares delivered for exercise of incentive stock options.
- (3) Exercise of non-qualified stock options exempt under Rule 16b-3.
- (4) Payment of option exercise price by delivering securities; 15,711 shares delivered for exercise of non-qualified stock options.
- (5) Payment of tax liability by delivering securities; 2,632 shares delivered for tax liability of non-qualified stock options.
- (6) Other shares owned indirectly: 401(k) plan - 4,776 shares; 401(k) excess plan - 5,520 shares; son (custodial) - 2,997 shares; spouse - 36,286 shares.
- (7) The options vested in three annual installments beginning 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.

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