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EMERSON ELECTRIC CO  
Form POS AM  
October 15, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 15, 2002  
Post-Effective Amendment No. 1 to Registration Statement No. 333-52658  
=====

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

-----  
EMERSON ELECTRIC CO.

(Exact name of registrant as specified in its charter)

MISSOURI  
(State or other jurisdiction  
of incorporation or organization)

43-0259330  
(IRS Employer  
Identification No.)

8000 WEST FLORISSANT AVENUE, STATION 2431, P.O. BOX 4100  
ST. LOUIS, MISSOURI 63136

(Address of principal executive offices)

Registrant's telephone number including area code: (314) 533-2000

HARLEY M. SMITH, ESQ.

Assistant General Counsel and Assistant Secretary  
Emerson Electric Co.  
8000 West Florissant Avenue, Station 2431, P.O. Box 4100  
St. Louis, Missouri 63136  
(314) 553-2431

(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

THIS POST-EFFECTIVE AMENDMENT IS FILED PURSUANT TO RULE 462(d).  
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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

Reference is made to the Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on October 15, 2002.

EMERSON ELECTRIC CO.

By: \* W. J. Galvin

-----  
W.J. Galvin  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment has been signed below on October 15, 2002 by the following persons in the capacities indicated:

SIGNATURE	TITLE
* D. N. Farr ----- (D. N. Farr)	Chief Executive Officer and Director
* C. F. Knight ----- (C. F. Knight)	Chairman of the Board and Director
* W. J. Galvin ----- (W. J. Galvin)	Executive Vice President and Chief Financial Officer and Director (Principal Accounting Officer)

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\* J. G. Berges Director  
-----  
(J. G. Berges)

\* L. L. Browning, Jr. Director  
-----  
(L. L. Browning, Jr.)

\* A. A. Busch III Director  
-----  
(A. A. Busch III)

\* D. C. Farrell Director  
-----  
(D. C. Farrell)

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----- Director  
(C. Fernandez G.)

\* J. A. Frates Director  
-----  
(J. A. Frates)

\* A. F. Golden Director  
-----  
(A. F. Golden)

\* R. B. Horton Director  
-----  
(R. B. Horton)

\* G. A. Lodge Director  
-----  
(G. A. Lodge)

\* V. R. Loucks, Jr. Director  
-----  
(V. R. Loucks, Jr.)

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\* R. B. Loynd Director

-----  
(R. B. Loynd)

Director

-----  
(J. R. Menzer)

\* C. A. Peters Director

-----  
(C. A. Peters)

Director

-----  
(J. W. Prueher)

\* R. L. Ridgway Director

-----  
(R. L. Ridgway)

\* W. M. Van Cleve Director

-----  
(W. M. Van Cleve)

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\* E. E. Whitacre, Jr. Director

-----  
(E. E. Whitacre, Jr.)

\* By: /s/ H. M. Smith

-----  
(H. M. Smith)  
Attorney-in-Fact

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
1.4 -	Form of Amendment to U.S. Distribution Agreement

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- 4.3 - Form of Fixed Rate Medium-Term Note
- 4.4 - Form of Floating Rate Medium-Term Note

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