

EMERSON ELECTRIC CO
Form 4
August 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EMERSON ELECTRIC CO., 8000 W. FLORISSANT

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President

ST. LOUIS, MO 63136

(City) (State) (Zip)

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

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

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

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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)	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 ⁽⁷⁾ 10/01/2006	Common Stock	6,702
Employee Stock Option (right to buy)	\$ 44.75	08/16/2005		M	23,824	10/01/1997 ⁽⁷⁾ 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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