

FARR DAVID N
Form 4
December 22, 2006

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 *
FARR DAVID N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board, CEO & Pres.

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT

(Street)

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

ST. LOUIS, MO 63136

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/19/2006 | | G ⁽¹⁾ | V 985 ⁽¹⁾ D ⁽²⁾ | 351,819 | D | |
| Common Stock | 12/19/2006 | | G ⁽¹⁾ | V 985 ⁽¹⁾ D ⁽²⁾ | 350,834 | D | |
| Common Stock | 12/19/2006 | | G ⁽³⁾ | V ^{2,972} ₍₃₎ D ⁽²⁾ | 347,862 | D | |
| Common Stock | 12/19/2006 | | G ⁽⁴⁾ | V ^{5,390} ₍₄₎ D ⁽²⁾ | 342,472 | D | |
| Common Stock | 12/19/2006 | | G ⁽¹⁾ | V 985 ⁽¹⁾ A ⁽²⁾ | 2,354 | I | Trust-Daughter |

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| | | | | | | |
|--------------|------------|--------------------|--|-----------|---|--------------------|
| Common Stock | 12/19/2006 | G ⁽¹⁾ V | 985 ⁽¹⁾ A ₍₂₎ | 2,354 | I | Trust-Son |
| Common Stock | 12/19/2006 | G ⁽³⁾ V | ^{2,972} ₍₃₎ A ₍₂₎ | 45,360 | I | Spouse |
| Common Stock | | | | 2,821.637 | I | 401(k) plan |
| Common Stock | | | | 6,012.864 | 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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136 | X | | Chairman of Board, CEO & Pres. | |

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for David N. Farr 12/22/2006

__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) Bona fide gift by the Reporting Person of 985 shares each to the respective trust accounts of the Reporting Person's son and daughter.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) Bona fide gift by the Reporting Person of 2,972 shares to the Reporting Person's spouse.
- (4) Bona fide gift by the Reporting Person of 5,390 shares to the Emerson Directors' and Officers' Charitable Trust.

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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