

See Instruction 1(b).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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| | | | | | | |
|---|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <u>X</u> Officer (give title below) _____ Other (specify below) | |
| Withers W. Wayne (Last) (First) (Middle) | | | Emerson Electric Co. — EMR | | Sr. VP. Secretary and General Counsel | |
| 8000 West Florissant | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | |
| (Street) | | | 4. Statement for Month/Day/Year May 21, 2002 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person | |
| St. Louis MO 63136 | | | 5. If Amendment, Date of Original (Month/Year) | | | |

[illegible]

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (9-02)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

9/10/02

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.