FORM 4

may continue.

See Instruction 1(b).

(Print or Type Responses)

Washington, D.C. 20549 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Pe	2. Issuer Name and Ticker or Trading Symbol							6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	Emerson Electric Co. — EMR						Check all applicable) Director Note: The content of the content							
Withers	W.	Wayne								Sr. VP. Secretary and General Counsel				
(Last) (F 8000 We:	Number of Reporting Person, if an entity			4. Statement for Month/Day/Year May 21, 200)2									
		(Voluntary))		5.70									
(S				5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person							
St. Louis	MO	63136								F	Form filed by More than One Reporting Person			
(City) ((State)	(Zip)												
							Table I Non-Deriva	ative Se	ecurities Acq	uired, Dis	posed of, or Beneficial	ly Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/	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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Year) Code		V	Amount	(A) or (D)		e	Trans- action(s) (Instr. 3 and 4)	(IISU. 4)		
Common Stock	5/21/02		I	V	1,785.43	(D)	\$56.48		0	(I)	401(k)			
											74,917	(D)		
											991	(I)	401(k) excess	

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

Persons who respond to the collection of information contained in this form are not required to respod unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

Form 4 (continued)

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 Amo of Underlying Securities (Instr. 3 and 4		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Trans- action(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)		Exerci-	Expira- tion Date	Title	Amount or Number of Shares				

Explanation of Responses:

/s/ W. Wayne Withers 9/10/02

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

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.

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