FORM 4

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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)					
Farr, David N.		Emerso	n Electi	ric Co.	— EMR		X Direct	X Director				
(Last) (First) (Middle) c/o Emerson Electric Co. 8000 W. Florissant		3. I.R.S. Ident Number of Person, if a (Voluntary)	Reporting in entity	3	4. Statement for Month/Day/Year 11/20/02			Chief Executive Officer				
(Street) St. Louis, Missouri 63136					5. If Amendment, Date of Original (Month/Year)		(Check	ividual or Joint/Group Filing eek Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(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/			4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	(A)		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)	Price	Trans- action(s) (Instr. 3 and 4)	(iiisii: 1)			
Common Stock	11/18/02		G(1)	V	950	D		252,184	D			
			G(1)	V	500	A		34,278	I	Spouse		
			G(1)	V	225	A		559	I	Daughter-Trust		
			G(1)	V	225	A		559	I	Son-Trust		
								2,267	I	401(k) plan		
								2,262	I	401(k) excess plan		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(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)	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transa Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc and Expira Date (Mont	isable ation th/Day/	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative (Instr. 5) (Instr. 5) 9. Number of Security 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				
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				$\vdash \vdash$									
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(1) Gift of 500 shares to spouse, 225 shares to trust for the benefit of son who shares the reporting person's household and 225 shares to trust for the benefit of daughter who shares the reporting person's household.

/s/ Harley M. Smith	11/20/02
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* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Harley M. Smith, Attorney-in-Fact for David N. Farr ** Signature of Reporting Person

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Date