## 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
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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 Person*		2. Issuer Name	e and Tic	ker or Tra	ading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Galvin, Walter J.		Emerso						X Director 10% Owner Officer (give title below) Other (specify below)				
(Last) (First) (Middle)  c/o Emerson Electric Co. 8000 W. Florissant			Reporting n entity	3	4. Statement for Month/Day/Year February 28, 2003			Executive Vice President - Finance and Chief Financial Officer				
(Street) St. Louis, Missouri 63136					5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)					Table I Non-Deriv	ative Se	curities Acqu	ired, Disposed of, or Benefic	ially Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/			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)	Price	Trans- action(s) (Instr. 3 and 4)				
Common Stock								113,839	D			
								75,139	I	W. J. Galvin Family Partnership		
								6,221.914	I	401(k)		
								1,753.757	I	401(k) excess plan		
								23,526	I	Spouse		
	2/10/03		G	V	250	A		3,150	I	Trust-Daughter Megan (1)		
								450	I	Daughter Megan - UGMA (1)		
	2/4/03		G	V	575	A		4,095	I	Trust - Son Greg (1)		
	2/10/03		G	V	250	D		0	I	Daughter Megan - (1)		
	2/4/03		G	V	450	A		4,113	I	Trust - Son Jeff (1)		

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)	ce of Day/ any Securities rivative Year) (Month/ Acquired		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 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:

(1) Reporting person disclaims beneficial ownership.

\*\* 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 Walter J. Galvin \*\* Signature of Reporting Person Date

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