

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GALVIN WALTER J</u>  (Last) (First) (Middle) C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT  (Street) ST. LOUIS MO 63136  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO [ EMR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. Exec. VP-Finance & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/08/2005		M		6,702 <sup>(1)</sup>	A	\$44.75	112,020	D	
Common Stock	09/08/2005		F		4,389 <sup>(2)</sup>	D	\$68.325	107,631	D	
Common Stock								4,113	I	Trust-Daughter Megan <sup>(3)</sup>
Common Stock								4,113	I	Trust-Son Greg <sup>(3)</sup>
Common Stock								4,113	I	Trust-Son Jeff <sup>(3)</sup>
Common Stock								55,139	I	W.J. Galvin Family Partnership <sup>(4)</sup>
Common Stock								6,908.227	I	401(k) plan
Common Stock								2,713.729	I	401(k) excess plan
Common Stock								23,536	I	Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$44.75	09/08/2005		M			6,702	10/01/1997 <sup>(5)</sup>	10/01/2006	Common Stock	6,702	\$0	0	D	
Employee Stock Option (right to buy)	\$44.75							10/01/1997 <sup>(5)</sup>	10/01/2006	Common Stock	20,380		20,380	I	W.J. Galvin Family Partnership <sup>(4)</sup>

**Explanation of Responses:**

- Exercise of incentive stock options exempt under Rule 16b-3.
- Payment of option exercise price by delivering securities; 4,389 shares delivered for exercise of incentive stock options.
- The Reporting Person disclaims beneficial ownership.
- The Reporting Person's spouse is the controlling partner of the Walter J. Galvin Family Partnership, L.P.
- The options vested in three annual installments beginning on 10/1/1997.

/s/ Harley M. Smith, Attorney-in-fact for Walter J. Galvin 09/12/2005

\*\* Signature of Reporting Person Date

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).

\*\* 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.

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 Number.