

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>WITHERS W WAYNE</u> (Last) (First) (Middle) <u>C/O EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT</u> (Street) <u>ST. LOUIS</u> <u>MO</u> <u>63136</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO [EMR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Exec. VP, Secy & Gen. Counsel</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/15/2006		M		20,000 ⁽¹⁾	A	\$52.83	60,600	D	
Common Stock	02/15/2006		F		2,406 ⁽²⁾	D	\$83.76	58,194	D	
Common Stock	02/16/2006		S		17,594	D	\$83.08 ⁽⁴⁾	40,600	D	
Common Stock								204.666	I	401(k) plan
Common Stock								2,400.833	I	401(k) excess plan

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)	\$52.83	02/15/2006		M			20,000	10/16/2002 ⁽³⁾	01/16/2012	Common Stock	20,000	\$0	30,000	D	

Explanation of Responses:

1. Exercise of non-qualified stock options exempt under Rule 16b-3.

2. Shares withheld for taxes exempt under Rule 16b-3.

3. The options became exercisable in three annual installments beginning on 10/16/2002.

4. The Reporting Person gave a single order to his broker to sell 17,594 shares of Emerson Electric Co. common stock on February 16, 2006. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 16, 2006, as follows: 8,094 shares at \$83.08; 8,200 shares at \$83.08; and 1,300 shares at \$83.13. The average sale price for these transactions was \$83.08 per share.

/s/ Harley M. Smith, Attorney-in-Fact for W. Wayne Withers 02/17/2006

** 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.

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