

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>02/15/2007</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP, Secy &amp; Gen. Counsel</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	02/15/2007		M <sup>(1)</sup>		3,784 <sup>(1)</sup>	A	\$26.415	111,964	D	
Common Stock	02/15/2007		F <sup>(2)</sup>		2,191 <sup>(2)</sup>	D	\$45.6	109,773	D	
Common Stock	02/15/2007		M <sup>(1)</sup>		6,240 <sup>(1)</sup>	A	\$32.0313	116,013	D	
Common Stock	02/15/2007		F <sup>(3)</sup>		4,383 <sup>(3)</sup>	D	\$45.6	111,630	D	
Common Stock								510.202	I	401(k) plan
Common Stock								5,486.494	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)	\$26.415 <sup>(4)</sup>	02/15/2007		M			3,784 <sup>(4)</sup>	01/16/2003 <sup>(5)</sup>	01/16/2012	Common Stock	3,784 <sup>(4)</sup>	(6)	56,216 <sup>(4)</sup>	D	
Employee Stock Option (Right to Buy)	\$32.0313 <sup>(4)</sup>	02/15/2007		M			6,240 <sup>(4)</sup>	10/04/2000 <sup>(5)</sup>	10/04/2009	Common Stock	6,240 <sup>(4)</sup>	(6)	0 <sup>(7)</sup>	D	

Explanation of Responses:

1. Exercise of incentive stock options exempt under Rule 16b-3.
2. Payment of option exercise price by delivering securities; 2,191 shares delivered for exercise of incentive stock options.
3. Payment of option exercise price by delivering securities; 4,383 shares delivered for exercise of incentive stock options.
4. Share, option and dollar amounts reflect the effect of a 2-for-1 stock split effected in the form of a 100% stock dividend which was paid on December 11, 2006.
5. The options became exercisable in three annual installments beginning on the date indicated.
6. Price is not applicable to stock options received as incentive compensation.
7. Non-qualified stock options granted on the same date and with identical exercise terms remain outstanding for 30,640 shares (as adjusted for the stock dividend) of issuer common stock.

/s/ Timothy G. Westman, Attorney-in-Fact for W. Wayne Withers 02/16/2007

\*\* 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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