

Registration No. 33-27600

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
FORM S-8

Registration Statement

Under the Securities Act of 1933

EMERSON ELECTRIC CO.

(Exact name of registrant as specified in its charter)

MISSOURI

43-0259330

(State or other jurisdiction of
of incorporation or organization)

(I.R.S. Employer
Identification No.)

8000 West Florissant Avenue
St. Louis, Missouri

63136

(Address of Principal
Executive Offices)

(Zip Code)

THE COPELAND CORPORATION RETIREMENT SAVINGS PLAN

(Full title of the plan)

Robert W. Staley
Vice Chairman and Chief Administrative Officer
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, Missouri 63136

(Name and address of agent for service)

(314) 553-2000

(Telephone number, including area code, of agent for service)

The Registrant registered 2,300 plan participations in The Copeland Corporation Retirement Savings Plan (the "Plan") which were offered to eligible employees of Copeland Corporation, a wholly-owned subsidiary of the Registrant.

The Registrant also registered 300,000 shares of its common stock (including 300,000 preferred share purchase rights) in which such employee contributions could be invested pursuant to the Plan.

The Plan was merged into the Registrant's Employee Savings Investment Plan effective as of January 1, 1994. Accordingly, the Registrant hereby removes from registration all plan participations and common stock (including preferred share purchase rights) not sold pursuant to the Plan.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri on this 1st day of July, 1994.

EMERSON ELECTRIC CO.

By: /s/ Robert W. Staley

R. W. Staley
Vice Chairman and
Chief Administrative Officer

EXHIBIT INDEX

Exhibit Number	Description
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4(a).	Twentieth Amendment to the Emerson Electric Co. Employee Savings Investment Plan and the Fourth Amendment to The Copeland Corporation Retirement Savings Plan

Exhibit 4(a)

TWENTIETH AMENDMENT TO THE
EMERSON ELECTRIC CO. EMPLOYEE SAVINGS INVESTMENT PLAN
AND THE
FOURTH AMENDMENT
TO THE COPELAND CORPORATION RETIREMENT SAVINGS PLAN

WHEREAS, Emerson Electric Co. ("Company") previously adopted the
Emerson Electric Co. Employee Savings Investment Plan ("Plan"); and

WHEREAS, Copeland Corporation ("Copeland") previously adopted the
Copeland Corporation Retirement Savings Plan ("Copeland Plan"); and

WHEREAS, the Company reserved the right to amend the Plan pursuant to
Section 16.1 thereof; and

WHEREAS, the Company and Copeland desire to amend the Plan and the
Copeland Plan, respectively, to merge the assets and liabilities to form one
plan, the successor plan to be the Emerson Electric Co. Employee Savings

Investment Plan;

NOW, THEREFORE, the Plan and the Copeland Plan are merged effective January 1, 1994 to form the Emerson Electric Co. Employee Savings Investment Plan.

IN WITNESS WHEREOF, the Company and Copeland have caused this Amendment to be executed this 1st day of July, 1994.

EMERSON ELECTRIC CO.

By: /s/ H. M. Smith

H. M. Smith
Assistant Secretary

COPELAND CORPORATION

By: /s/ H. M. Smith

H. M. Smith
Assistant Secretary