

As filed with the Securities and Exchange Commission on June 7, 1995.

Registration No. 33-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 incorporation or organization)

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

8000 West Florissant Avenue
St. Louis, Missouri
63136
(Address of Principal Executive Offices) (Zip Code)
EMPLOYEE STOCK PURCHASE PLAN OF EMERSON ELECTRIC CO.
(Full title of the plan)
Harley M. Smith, Esq.
Assistant Secretary and Assistant General Counsel
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, Missouri 63136
(Name and address of agent for service)
(314) 553-2431
(Telephone number, including area code, of agent for service)

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share <F1>	Proposed maximum aggregate offering price <F1><F2>	Amount of registration fee
<C>	<C>	<C>	<C>	<C>
Common Stock \$1.00 par value	100,000 shares<F3>	\$68.625	\$6,862,500	\$2,367
Preferred Share Purchase Rights	100,000	N/A	N/A	N/A

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<FN>

<F1> Calculated pursuant to Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low prices for shares of Common Stock reported on the New York Stock Exchange on June 2, 1995.

<F2> Each share of Common Stock issued also currently represents one Preferred Share Purchase Right. Preferred Share Purchase Rights cannot currently trade separately from the underlying Common Stock and therefore do not carry a separate price or necessitate an additional registration fee.

<F3> Plus such additional shares as may be issued pursuant to anti-dilution provisions.

</TABLE>

This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on this form relating to the same employee benefit plan is effective. Consequently, pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed by Emerson Electric Co. and the Employee Stock Purchase Plan, Registration No. 33-32576, are incorporated by reference into this Registration Statement.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri on June 5, 1995.

EMERSON ELECTRIC CO.

By: /s/ H. M. Smith

Assistant Secretary and
Assistant General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 5, 1995.

Signature	Title
-----	-----
* ----- (L. L. Browning, Jr.)	Director
* ----- (A. A. Busch III)	Director
* ----- (D. C. Farrell)	Director
* ----- (J. A. Frates)	Director
* ----- (R. B. Horton)	Director
* ----- (C. F. Knight)	Chairman, Chief Executive Officer and Director
* ----- (G. A. Lodge)	Director
* ----- (V. R. Loucks, Jr.)	Director
* ----- (R. B. Loynd)	Director
* ----- (R. L. Ridgway)	Director
* ----- (R. W. Staley)	Director
* ----- (A. E. Suter)	Director
* ----- (W. M. Van Cleve)	Director
* -----	Director

(E. E. Whitacre, Jr.)

*

Director

(E. F. Williams, Jr.)

*

Director

(F. T. Wilson)

/s/ W. J. Galvin

Senior Vice President-
Finance and Chief

(W. J. Galvin)

Financial Officer
(principal accounting officer)

*By /s/ H. M. Smith

(Harley M. Smith)
Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number	Description
5	Opinion of Harley M. Smith.
23.1	Consent of KPMG Peat Marwick LLP.
23.2	Consent of Harley M. Smith. (contained in Exhibit 5)
24.1	Power of Attorney (October 4, 1994)
24.2	Power of Attorney (April 4, 1995)

EXHIBIT 5

EMERSON ELECTRIC CO.
8000 W. FLORISSANT
P. O. BOX 4100
ST. LOUIS, MO 63136

HARLEY M. SMITH
ASSISTANT GENERAL COUNSEL
AND ASSISTANT SECRETARY
(314) 553-2431

June 5, 1995

Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, MO 63136

Gentlemen:

I am Assistant General Counsel and Assistant Secretary of Emerson Electric Co. (the "Company"), and in such capacity I am familiar with the Registration Statement on Form S-8 to which this opinion is filed as an exhibit (the "Registration Statement") which registers under the Securities Act of 1933, as amended, 100,000 shares of Common Stock of the Company (the "Shares") which may be purchased pursuant to the Employee Stock Purchase Plan

of Emerson Electric Co. (the "Plan"), including 100,000 Preferred Share Purchase Rights.

I have examined originals or copies, certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of public officials and other instruments as I deemed necessary for the purposes of the opinion expressed herein.

On the basis of the foregoing, I am of the opinion that the Shares (including the Preferred Share Purchase Rights) to which the Registration Statement relates, when sold in accordance with the provisions of the Plan, will be legally issued, fully paid and non-assessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

/S/ HARLEY M. SMITH

Harley M. Smith

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Emerson Electric Co.:

We consent to the use of our reports incorporated herein by reference. Our report on the consolidated financial statements of Emerson Electric Co. as of September 30, 1994 and for the year then ended refers to a change in its method of accounting for post-retirement benefits other than pensions.

/S/ KPMG Peat Marwick LLP

St. Louis, Missouri
June 5, 1995

EXHIBIT 24.1

POWER OF ATTORNEY

Each of the undersigned directors of Emerson Electric Co. (the "Company") hereby constitutes and appoints R. W. Staley, W. J. Galvin, W. W. Withers, C. W. Groennert and H. M. Smith, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements on Form S-8 registering shares of the Company's Common Stock (including Preferred Share Purchase Rights) which may be offered pursuant to any employee benefit plan of the Company ("Plan") and interests in the Plan with the Securities and Exchange Commission (the "Commission") and amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated and effective as of the 4th day of October, 1994.

/s/ C. F. Knight

C. F. Knight

/s/ J. J. Adorjan

J. J. Adorjan

/s/ L. L. Browning, Jr.

L. L. Browning, Jr.

/s/ A. A. Busch, III

A. A. Busch, III

/s/ D. C. Farrell

D. C. Farrell

/s/ J. A. Frates

J. A. Frates

/s/ R. B. Horton

R. B. Horton

/s/ G. A. Lodge

G. A. Lodge

/s/ R. B. Loynd

R. B. Loynd

/s/ B. A. Schriever

B. A. Schriever

/s/ R. W. Staley

R. W. Staley

/s/ A. E. Suter

A. E. Suter

/s/ W. M. Van Cleve

W. M. Van Cleve

/s/ E. F. Williams, Jr.

E. F. Williams, Jr.

EXHIBIT 24.2

POWER OF ATTORNEY

Each of the undersigned directors of Emerson Electric Co. (the "Company") hereby constitutes and appoints W. J. Galvin, W. W. Withers, C. W. Groennert and H. M. Smith, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all registration statements on Form S-8 registering shares of the Company's Common Stock (including Preferred Share Purchase Rights) which may be offered pursuant to any employee benefit plan of the Company ("Plan") and interests in the Plan with the Securities and Exchange Commission (the "Commission") and amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated and effective as of the 4th day of April, 1995.

/s/ Vernon R. Loucks, Jr.

/s/ E. E. Whitacre, Jr.

V. R. Loucks, Jr.

/s/ Rozanne L. Ridgway

R. L. Ridgway

E. E. Whitacre, Jr.

/s/ F. T. Wilson

F. T. Wilson