

As Filed with the Securities and Exchange Commission on August 1, 1995

Registration No. 33-59843

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
To
Form S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

EMERSON ELECTRIC CO.
(Exact name of registrant as specified in its charter)

MISSOURI
(State or other jurisdiction of
incorporation or organization)

43-0259330
(I.R.S. Employer
Identification No.)

8000 West Florissant Avenue
St. Louis, Missouri 63136
314-553-2000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

H. M. SMITH, Esq.
Assistant General Counsel and Assistant Secretary
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, Missouri 63136
(314) 553-2431

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

=====

The Registrant registered 249,231 shares (the "Shares") of its common stock, par value \$1.00 per share (the "Common Stock"), under this Registration Statement, which became effective on June 20, 1995. The Shares were held by the former shareholders (the "Selling Shareholders") of Intellution, Inc., a Massachusetts corporation. A portion of the Shares has been sold by Selling Shareholders.

Certain of the Selling Shareholders have informed the Registrant that they have no current plans to sell the Shares owned by them in the near future. Accordingly, the Registrant has decided to remove the Shares not sold from registration.

Pursuant to the terms of a Registration Agreement among the Registrant and the Selling Shareholders, if the Selling Shareholders propose to sell Shares in the future, the Registrant may file a new registration statement registering such Shares.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on August 1, 1995.

EMERSON ELECTRIC CO.

By: /S/ H. M. SMITH

H. M. Smith
Assistant General Counsel