

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 13, 1995  
Registration No. 33-62545  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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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	43-0259330
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

8000 West Florissant Avenue  
P.O. Box 4100  
St. Louis, Missouri 63136 314-553-2000  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal offices)

-----  
H. M. SMITH, ESQ.  
Assistant Secretary and Assistant General Counsel  
Emerson Electric Co.  
Station 2431, 8000 West Florissant Avenue  
P.O. Box 4100  
St. Louis, Missouri 63136 314-553-2431  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:

I. JACK LERNER, ESQ.  
Bryan Cave LLP  
211 North Broadway, Suite 3600  
St. Louis, Missouri 63102  
314-259-2000

FRANCIS J. MORISON, ESQ.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
212-450-4000

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Approximate date of commencement of proposed sale to the public:  
From time to time after the effective date of this Registration Statement.  
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The registrant hereby amends this Registration Statement on such date or  
dates as may be necessary to delay its effective date until the registrant  
shall file a further amendment which specifically states that this Registration  
Statement shall thereafter become effective in accordance with Section 8(a) of  
the Securities Act of 1933 or until the Registration Statement shall become  
effective on such date as the Commission, acting pursuant to said Section 8(a),  
may determine.  
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant  
certifies that it has reasonable grounds to believe that it meets all of the  
requirements for filing on Form S-3 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 September 13,  
1995.

EMERSON ELECTRIC CO.

By: \* W. J. Galvin

-----  
W. J. Galvin  
Senior Vice President-Finance,  
Chief Financial Officer and  
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this  
Registration Statement has been signed below by or on behalf of the following  
persons in the capacities indicated on September 13, 1995.

Signature	Title
* C. F. Knight ----- C. F. Knight	Chairman of the Board and Chief Executive Officer, President and Director
* W. J. Galvin ----- W. J. Galvin	Senior Vice President-Finance, Chief Financial Officer and Chief Accounting Officer
* L. L. Browning, Jr. ----- L. L. Browning, Jr.	Director
* A. A. Busch, III ----- A. A. Busch, III	Director
* D. C. Farrell ----- D. C. Farrell	Director
* J. A. Frates ----- J. A. Frates	Director
*R. B. Horton	Director

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R. B. Horton	
* V. R. Loucks, Jr.	Director
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V. R. Loucks, Jr.	
Signature	Title
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* R. B. Loynd	Director
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R. B. Loynd	
* R. W. Staley	Vice Chairman and Director
-----	
R. W. Staley	
* A. E. Suter	Senior Vice Chairman and Chief Operating Officer and Director
-----	
A. E. Suter	
* W. M. Van Cleve	Director
-----	
W. M. Van Cleve	
* E. E. Whitacre, Jr.	Director
-----	
E. E. Whitacre, Jr.	
* E. F. Williams, Jr.	Director
-----	
E. F. Williams, Jr.	
* By /S/ H. M. SMITH	
-----	
H. M. Smith	
Attorney-in-Fact	

# EXHIBIT INDEX

Exhibit Number	Description
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25	Statement of Eligibility and Qualification of Trustee on Form T-1 (completed)



SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM T-1

FOR STATEMENTS OF ELIGIBILITY AND QUALIFICATION  
UNDER THE TRUST INDENTURE ACT OF 1939  
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

THE BOATMEN'S NATIONAL BANK OF ST. LOUIS  
(National Association)

-----  
(Exact name of Trustee as specified in its charter)

43-0494906

-----  
State of incorporation if not  
a national bank)

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

Corporate Trust Department  
510 Locust Street  
St. Louis, Missouri

63101

-----  
(Address of Trustee's principal  
executive offices)

(Zip Code)

EMERSON ELECTRIC CO.

-----  
(Exact name of Obligor 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  
P. O. Box 4100  
St. Louis, Missouri

63136

-----  
(Address of principal executive  
officers)

(Zip Code)

Debt Securities

-----  
(Title of the Indenture securities)

#### GENERAL

##### Item 1. General information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Office of the Comptroller of the Currency  
Washington, D. C. 20521

Federal Deposit Insurance Corporation  
Washington, D. C. 20429

To determine compliance with the Bank Holding Company Act of 1956, as amended, and regulations thereunder.

Board of Governors  
Federal Reserve System  
Washington, D. C. 20626

- (b) Whether it is authorized to exercise corporate trust powers.

Yes

##### Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None

##### Item 6. List of Exhibits.

List below all exhibits filed as a part of this statement of eligibility and qualification.

- Exhibit 1. Articles of Association of The Boatmen's National Bank of St. Louis, as amended to date; incorporated herein by reference to Exhibit 1 of Form T-1; Registration No. 33-6800.
- Exhibit 2. Certificate of Authority of The Boatmen's National Bank of St. Louis to commence business; incorporated herein by reference to Exhibit 2 of Form T-1; Registration No. 22-11311.
- Exhibit 3. Authorization of The Boatmen's National Bank of St. Louis to execute Corporate Trust Powers, authorization of the Federal Reserve Board dated April 23, 1926; incorporated herein by

reference to Exhibit 3 of Form T-1; Registration No. 22-11311.

- Exhibit 4. By-Laws of The Boatmen's National Bank of St. Louis; incorporated herein by reference to Exhibit 4 of Form T-1; Registration No. 33-6800.
- Exhibit 5. Consent to The Boatmen's National Bank of St. Louis required by Section 321(b) of the Act; incorporated herein by reference to Exhibit 5 of Form T-1; Registration No. 22-11311.
- Exhibit 6. Report of Condition of The Boatmen's National Bank of St. Louis as of the close of business March 31, 1995, published pursuant to law or the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of St. Louis, and State of Missouri, on the 12th day of September, 1995.

THE BOATMEN'S NATIONAL BANK  
OF ST. LOUIS

By: /S/ JERRY L. RECTOR

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Jerry L. Rector  
Trust Officer

## EXHIBIT 6

&lt;TABLE&gt;

## REPORT OF CONDITION

Consolidating domestic and foreign subsidiaries of The Boatmen's National Bank of St. Louis in the State of Missouri, at the close of business on March 31, 1995, published in response to call made by Comptroller of the Currency, under Title 12, United States Code, Section 161, Charter Number 17304 Comptroller of the Currency Midwestern District.

## State of Resources and Liabilities

&lt;CAPTION&gt;

ASSETS  
(000's)

<S>	<C>	<C>
Cash and balances due from depository institutions		
Noninterest-bearing balances and currency and coin. . . . .		699,818
Interest-bearing balances . . . . .		57
Hold to maturity securities. . . . .		1,519,547
Available-for-sale securities. . . . .		1,900,701
Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and of its Edge and Agreement subsidiaries, and in IBFs:		
Federal funds sold. . . . .		738,079
Securities purchased under agreements to resell . . . . .		165,000
Loans and Lease financial receivables:		
Loans and leases, net of unearned income. . . . .	5,310,847	
LESS: Allowance for Loan and lease losses . . . . .	107,568	
LESS: Allocated transfer risk reserve . . . . .	0	
Loans and leases, net of unearned income, allowance & reserve . . . . .		5,203,279
Trading assets . . . . .		57,595
Premises and fixed assets (including capitalized leases) . . . . .		151,850
Other real estate owned. . . . .		42,813
Investments in unconsolidated subsidiaries and associated companies. . . . .		11,007
Customers' liability to this bank on acceptances outstanding . . . . .		5,458
Intangible assets. . . . .		33,103
Other assets . . . . .		220,092
Total assets . . . . .		10,748,399

## LIABILITIES



Deposits:	
In domestic offices . . . . .	6,523,106
Noninterest-bearing . . . . .	1,440,307
Interest-bearing. . . . .	5,082,799
In foreign offices, Edge and Agreement subsidiaries, and	
IBFs. . . . .	24,567
Noninterest bearing . . . . .	0
Interest-bearing. . . . .	24,567
Federal funds purchased and securities sold under agreements to	
to repurchase in domestic offices of the bank and of its Edge	
and Agreement subsidiaries, and in IBFs	
Federal funds purchased . . . . .	1,927,672
Securities sold under agreements to purchase. . . . .	275
Demand notes issued to the U.S. Treasury . . . . .	81,267
Trading liabilities. . . . .	43,011
Other borrowed money:	
With original maturity of one year or less. . . . .	1,303,256
With original maturity of more than one year. . . . .	19,107
Mortgage indebtedness and obligations under capitalized leases . .	38,121
Bank's liability on acceptances executed and outstanding . . . . .	5,458
Subordinated notes and debentures. . . . .	0
Other liabilities. . . . .	54,840
Total liabilities. . . . .	10,020,680
Limited-life preferred stock and related surplus . . . . .	0
Perpetual preferred stock and related surplus. . . . .	0
Common stock . . . . .	46,381
Surplus. . . . .	189,547
Undivided profits and capital reserves . . . . .	517,962
Net unrealized holding gains (losses on available-for-sale	
securities . . . . .	(26,171)
Cumulative foreign currency translation adjustments. . . . .	0
Total equity capital . . . . .	727,719
Total Liabilities, Limited-Life preferred stock, and equity	
capital. . . . .	10,748,399

</TABLE>

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Samuel B. Hayes III  
John Morton III  
Robert C. Jaudes

I, Richard E. Grimmer, Senior Vice President and Controller of the above named bank, do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

/S/ RICHARD E. GRIMMER

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Signature

June 2, 1995

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Date