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VAN CLEVE WILLIAM M

Form 4

February 06, 2003

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average

See Instruction 1(b). (Print or Type Responses)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public hours p

hours per response. . .

.0.5 Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ 10% Owner X Director Van Cleve, William M. Emerson Electric Co. EMR Officer (give title below) ___ Other (specify 3. I.R.S. Identification 4. Statement for (Last) (First) (Middle) below) Number of Month/Day/Year Reporting February 6, 2003 211 N. Broadway, Suite 3600 Person, if an entity (Voluntary) 5. If Amendment, 7. Individual or Joint/Group Filing (Street) Date of Original (Check Applicable Line) (Month/Year) X Form filed by One Reporting Person St. Louis, Missouri 63102 __ Form filed by More than One Reporting Person (City) (State) (Zip) Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2A. Deemed 3. Transaction Securities Acquired (A) 6. Ownership 7. Nature of 2. Transaction 5. Amount of (Instr. 3) Date Execution Code or Disposed of (D) Securities Form: Indirect Beneficially (Month/ Date, if (Instr. 8) (Instr. 3, 4 and 5) Direct (D) Beneficial Owned Ownership Day/ any or Following Year) (Month/ Indirect (I) (Instr. 4) Day/ Reported (Instr. 4) Trans-Year) action(s) (Instr. 3 (A) and 4) or 2/4/03 A(1) 1.599 46.90 23,633 Common Stock D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over) SEC 1474 (9-02)

Form 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)												
1. Title of	2. Conversion	3. Transaction	3A. Deemed	4. Transac	ნoNumbe	6. Date	7. Title and	8. Price of	9. Number	10. Ownership	11. Natur	
Derivative	or	Date	Execution	Code	of	Exercisable	Amount	Derivative	of	Form of	of	
Security	Exercise	(Month/	Date, if	(Instr.	Deriva	iveand	of	Security	Derivative	Derivative	Indirec	
(Instr. 3)	Price of	Day/	any	8)	Securit	es Expiration	Underlying	(Instr. 5)	Securities	Security:	Benefic	
	Derivative	Year)	(Month/		Acquir	d Date	Securities		Owned	Direct	Owners	
	Security		Day/		(A) or	(Month/Day/	(Instr. 3 and		Following	(D) or	(Instr. 4	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)				Disposed Year) of (D) (Instr. 3, 4, and 5)			4)		Reported Trans- action(s) (Instr. 4)	Indirect (I) (Instr. 4)	
		Code	V	(A)		Exerci-	Expira- tion Date		Amount or Number of Shares			

Explanation of Responses:

(1) Grant to reporting person of 1,599 shares of restricted stock having a fair market value of \$46.90 per share on the date of grant pursuant to a compensation plan for non-employee Directors.

** Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. See 18 U.S.C. 1001 and 15
U.S.C. 78ff(a).

Harley M. Smith, Attorney-in-Fact
for William M. Van Cleve

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

** Signature of Reporting Person

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APPENDIX A

FORM 4 POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of W. J. Galvin, W. W. Withers, H. M. Smith, and D.J. Rabe and their successors in office and designees, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute and file for and on behalf of the undersigned, in the undersigned s capacity as an officer and/or director of Emerson Electric Co.(the Company), Forms 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder:
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

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(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of August, 2002.

/s/ William M. Van Cleve
Signature
William M. Van Cleve
Print Name