

EMERSON ELECTRIC CO
Form 4
February 14, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGES JAMES G

(Last) (First) (Middle)

**EMERSON ELECTRIC CO., 8000
W. FLORISSANT**

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/10/2005 | | S | | 35,000 (1) | D | |
| | | | | | \$ 67.7884 (1) | | |
| Common Stock | | | | | 4,613 | I | 401(k) plan |
| Common Stock | | | | | 4,990 | I | 401(k) excess plan |
| Common Stock | | | | | 2,997 | I | Son-Custodial |
| Common Stock | | | | | 36,286 | I | Spouse |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGES JAMES G EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136 | X | | President | |

Signatures

/s/ Harley M. Smith, Attorney-in-fact for James G. Berges 02/14/2005

__Signature of Reporting Person Date

Explanation of Responses:

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

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

(1) The Reporting Person gave a single order to his broker to sell 35,000 shares of Emerson Electric Co. common stock on February 10, 2005. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 10, 2005, as follows: 400 shares at \$67.53; 800 at \$67.57; 700 at \$67.58; 100 at \$67.59; 100 at \$67.61; 800 at \$67.62; 1,500 at \$67.63; 400 at \$67.65; 100 at \$67.67; 900 at \$67.69; 200 at \$67.70; 400 at \$67.71; 400 at \$67.72; 1,900 at \$67.73; 2,400 at \$67.74; 1,800 at \$67.75; 700 at \$67.76; 700 at \$67.77; 4,400 at \$67.78; 2,200 at \$67.79; 1,400 at \$67.80; 1,300 at \$67.81; 1,200 at \$67.82; 800 at \$67.83; 700 at \$67.84; 1,600 at \$67.85; 300 at \$67.87; 600 at \$67.88; 800 at \$67.90; 1,300 at \$67.91; 400 at \$67.92; 500 at \$67.93; 400 at \$67.95; 400 at \$67.96; 400 at \$68.01; 700 at \$68.02; 400 at \$68.03; 400 at \$68.04; and 500 at \$68.08. The average sale price for these transactions was \$67.7884 per share.

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

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