

WITHERS W WAYNE
Form 4/A
December 05, 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 *
WITHERS W WAYNE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EMERSON ELECTRIC
CO., 8000 W. FLORISSANT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2002

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Secy & Gen. Counsel

ST. LOUIS, MO 63136

4. If Amendment, Date Original Filed(Month/Day/Year)
11/23/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/02/1997		G		88 ⁽¹⁾ D ₍₂₎	45,859 ⁽³⁾ ₍₄₎	D
Common Stock	11/07/2002		G		230 ⁽¹⁾ D ₍₂₎	45,629 ⁽⁴⁾	D
Common Stock	09/14/2004		G		175 ⁽¹⁾ ₍₅₎ D ₍₂₎	45,454 ⁽⁴⁾	D
Common Stock	11/21/2005		F		4,245 ₍₆₎ D ₍₇₎ \$ 72.44	41,209 ⁽⁴⁾	D
Common Stock						203.488	I 401(k) plan

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- (3) Filing on October 18, 1999 amended to reflect that gift was for 88 shares, not 112 shares.
- (4) The amount of securities beneficially owned following the reported transaction was incorrectly reported on November 23, 2005.
- (5) The amount of securities transferred in the reported transaction was incorrectly reported on November 23, 2005.
- (6) Shares withheld for taxes pursuant to Rule 16b-3 upon vesting of previously-reported stock grant under shareholder-approved benefit plan.
- (7) Fair market value on date of vesting described in Note 6.

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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