

EMERSON ELECTRIC CO

Form 4

September 28, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERS CHARLES A

(Last) (First) (Middle)

**C/O 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)

09/26/2006

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)

Sr. Exec. V. P.

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 Beneficial Ownership (Instr. 4)
Common Stock	09/26/2006		M	(A) or (D) Amount (1) 6,702	Price \$ 44.75	154,706	D
Common Stock	09/26/2006		F	(2) 3,701	\$ 81.025	151,005	D
Common Stock	09/26/2006		M	(3) 10,970	\$ 44.75	161,975	D
Common Stock	09/26/2006		F	(4) 6,058	\$ 81.025	155,917	D
Common Stock	09/26/2006		F	(5) 1,593	\$ 81.025	154,324	D

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Common Stock	2,903.14	I	401(k) plan
Common Stock	2,604.542	I	401(k) excess plan

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 44.75	09/26/2006		M		6,702		10/01/1997 ⁽⁶⁾	10/01/2006	Common Stock	6,702
Employee Stock Option (right to buy)	\$ 44.75	09/26/2006		M		10,970		10/01/1997 ⁽⁶⁾	10/01/2006	Common Stock	10,970

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS CHARLES A C/O EMERSON ELECTRIC CO 8000 W FLORISSANT ST LOUIS, MO 63136	X		Sr. Exec. V. P.	

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Charles A.
Peters

09/28/2006

__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) Exercise of incentive stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities; 3,701 shares delivered for exercise of incentive stock options.
- (3) Exercise of non-qualified stock options exempt under Rule 16b-3.
- (4) Payment of option exercise price by delivering securities; 6,058 shares delivered for exercise of non-qualified stock options.
- (5) Shares withheld for taxes exempt under Rule 16b-3.
- (6) The options became exercisable in three annual installments beginning October 1, 1997.

Remarks:

See Exhibit 24 - Power of Attorney

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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