

EMERSON ELECTRIC CO  
Form 4  
March 06, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GALVIN WALTER J

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVE.

(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)

03/03/2006

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. VP & CFO

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)	
				(A) or (D)	Price			
Common Stock	03/03/2006		S	20,000	D \$ 84.7	20,081	I	W. J. Galvin Family Partnership <sup>(1)</sup> <sub>(2)</sub>
Common Stock	03/03/2006		S	2,500	D \$ 84.7	1,613	I	Trust-Daughter Megan <sup>(1)</sup> <sub>(3)</sub>
Common Stock	03/03/2006		S	2,500	D \$ 84.7	1,613	I	Trust-Son Greg <sup>(1)</sup> <sub>(3)</sub>
Common Stock	03/03/2006		S	2,500	D \$ 84.7	1,613	I	Trust-Son Jeff <sup>(1)</sup> <sub>(3)</sub>
						139,381	D	

Common Stock			
Common Stock	23,526	I	Spouse
Common Stock	7,053.789	I	401(k) plan
Common Stock	3,032.592	I	401(k) excess plan

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.** SEC 1474 (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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136	X		Sr. Exec. VP & CFO	

## Signatures

/s/ Harley M. Smith, Attorney-in-Fact for Walter J. Galvin 03/06/2006

\_\_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).

The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted on February 10, 2006 by the Walter J.

- (1) Galvin Family Partnership, L.P., the GJG Exempt Trust U/A DTD 11/25/2000, the JSG Exempt Trust U/A DTD 11/27/2000 and the MEG Exempt Trust U/A DTD 4/14/2001.
- (2) The Reporting Person's spouse is the controlling partner of the Walter J. Galvin Family Partnership, L.P.
- (3) The Reporting Person disclaims beneficial ownership.

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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