

WITHERS W WAYNE
Form 4
February 16, 2007

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 *
WITHERS W WAYNE

(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)
02/15/2007

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)
Exec. VP, Secy & Gen. Counsel

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2007		M(1)	3,784 (1) A \$ 26.415	111,964	D	
Common Stock	02/15/2007		F(2)	2,191 (2) D \$ 45.6	109,773	D	
Common Stock	02/15/2007		M(1)	6,240 (1) A \$ 32.0313	116,013	D	
Common Stock	02/15/2007		F(3)	4,383 (3) D \$ 45.6	111,630	D	
Common Stock					510.202	I	401(k) plan

Common Stock	5,486.494	I	401(k) excess plan
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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.415 (4)	02/15/2007		M	3,784 (4)	01/16/2003 ⁽⁵⁾ 01/16/2012	Common Stock	3,784 (4)
Employee Stock Option (Right to Buy)	\$ 32.0313 (4)	02/15/2007		M	6,240 (4)	10/04/2000 ⁽⁵⁾ 10/04/2009	Common Stock	6,240 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITHERS W WAYNE C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136			Exec. VP, Secy & Gen. Counsel	

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for W. Wayne
Withers

02/16/2007

__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; 2,191 shares delivered for exercise of incentive stock options.
- (3) Payment of option exercise price by delivering securities; 4,383 shares delivered for exercise of incentive stock options.
- (4) Share, option and dollar amounts reflect the effect of a 2-for-1 stock split effected in the form of a 100% stock dividend which was paid on December 11, 2006.
- (5) The options became exercisable in three annual installments beginning on the date indicated.
- (6) Price is not applicable to stock options received as incentive compensation.
- (7) Non-qualified stock options granted on the same date and with identical exercise terms remain outstanding for 30,640 shares (as adjusted for the stock dividend) of issuer common stock.

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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