WITHERS W WAYNE

Form 4/A

December 05, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

WITHERS W WAYNE

1. Name and Address of Reporting Person *

WITHERS W WATNE			Symbol EMERSON ELECTRIC CO [EMR]					EMR]	(Charlantiantiantia)			
(Mor				. Date of Earliest Transaction Month/Day/Year) 1/07/2002					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Exec. VP, Secy & Gen. Counsel			
ST. LOUIS	(Street) 4. If Amo Filed(Mo 11/23/2 Γ. LOUIS, MO 63136					te Origina	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/02/1997			G		88 (1)	D	<u>(2)</u>	45,859 (3) (4)	D		
Common Stock	11/07/2002			G		230 (1)	D	<u>(2)</u>	45,629 (4)	D		
Common Stock	09/14/2004			G		175 <u>(1)</u> <u>(5)</u>	D	<u>(2)</u>	45,454 (4)	D		
Common Stock	11/21/2005			F		4,245 (6)	D	\$ 72.44 <u>(7)</u>	41,209 (4)	D		
Common Stock									203.488	I	401(k) plan	

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Common 401(k)
Stock 2,165.238 I excess plan

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. or Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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/ Harley M. Smith, Attorney-in-Fact for W. Wayne
Withers

12/05/2005

**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) Bona fide gift by the Reporting Person to the United Way.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.