

EMERSON ELECTRIC CO

Form 4

February 14, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERGES JAMES G

(Last) (First) (Middle)

**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)

02/10/2005

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)

President

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	02/10/2005		S	35,000 (1)	D 67.7884 (1)	215,689	D
Common Stock						4,613	I 401(k) plan
Common Stock						4,990	I 401(k) excess plan
Common Stock						2,997	I Son-Custodial
Common Stock						36,286	I Spouse

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

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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 Following Reported Transaction (Instr. 6)
				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
BERGES JAMES G EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136	X		President	

Signatures

/s/ Harley M. Smith, Attorney-in-fact for James G.
Berges

02/14/2005

__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) The Reporting Person gave a single order to his broker to sell 35,000 shares of Emerson Electric Co. common stock on February 10, 2005. In the discretion of the broker, the sale was effected in multiple transactions, at varying prices, on February 10, 2005, as follows: 400 shares at \$67.53; 800 at \$67.57; 700 at \$67.58; 100 at \$67.59; 100 at \$67.61; 800 at \$67.62; 1,500 at \$67.63; 400 at \$67.65; 100 at \$67.67; 900 at \$67.69; 200 at \$67.70; 400 at \$67.71; 400 at \$67.72; 1,900 at \$67.73; 2,400 at \$67.74; 1,800 at \$67.75; 700 at \$67.76; 700 at \$67.77; 4,400 at \$67.78; 2,200 at \$67.79; 1,400 at \$67.80; 1,300 at \$67.81; 1,200 at \$67.82; 800 at \$67.83; 700 at \$67.84; 1,600 at \$67.85; 300 at \$67.87; 600 at \$67.88; 800 at \$67.90; 1,300 at \$67.91; 400 at \$67.92; 500 at \$67.93; 400 at \$67.95; 400 at \$67.96; 400 at \$68.01; 700 at \$68.02; 400 at \$68.03; 400 at \$68.04; and 500 at \$68.08. The average sale price for these transactions was \$67.7884 per share.

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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