

WITHERS W WAYNE
Form 4
November 06, 2002

FORM 4

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

OMB APPROVAL
OMB Number:
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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).
(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

| | | | | | | | |
|--|--|--|---|------------------------------------|---|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Withers W. Wayne | | | Emerson Electric Co. EMR | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. V.P., Secretary and General Counsel | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| c/o Emerson Electric Co. 8000 West Florissant | | | | 11/6/02 | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Year) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| St. Louis MO 63136 | | | | | | | |
| (City) (State) (Zip) | | | | | | | |

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 Trans- action(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 | 11/4/02 | | A | | 10,000 (1) | A | | 84,917 | D | |
| | | | | | | | | 1,165 | 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.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

(Over)
SEC 1474 (9-02)

Form 4 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Transaction Date | 3A. Deemed Execution | 4. Transac Code | 5. Number of | 6. Date Exercisable | 7. Title and Amount | 8. Price of Derivative | 9. Number of | 10. Ownership Form of | 11. Nature of |
|---------------------------|---------------------|------------------------|-------------------------|--------------------|-----------------|------------------------|------------------------|---------------------------|-----------------|--------------------------|------------------|
|---------------------------|---------------------|------------------------|-------------------------|--------------------|-----------------|------------------------|------------------------|---------------------------|-----------------|--------------------------|------------------|

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| Security (Instr. 3) | Exercise Price of Derivative Security | (Month/Day/Year) | Date, if any (Month/Day/Year) | (Instr. 8) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration Date (Month/Day/Year) | | of Underlying Securities (Instr. 3 and 4) | | Security (Instr. 5) | Derivative Securities Owned Following Reported Transaction(s) (Instr. 4) | Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Owners (Instr. 4) |
|---------------------|---------------------------------------|------------------|-------------------------------|------------|---|--|-----|----------------------------------|-----------------|---|----------------------------|---------------------|--|--|---------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
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Explanation of Responses:

(1) Grant of restricted stock under shareholder approved benefit plan pursuant to Rule 16b 3(d).

/s/ Harley M. Smith

11/6/02

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Date

** Signature of Reporting Person

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.