

MENZER JOHN B
Form 4
February 06, 2003

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
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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* Menzer, John B. (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol Emerson Electric Co. EMR | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| 720 SW Eighth Street (Street) | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year February 6, 2003 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| Bentonville, AR 72716 (City) (State) (Zip) | | | 5. If Amendment, Date of Original (Month/Year) | | |

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 | 2/4/03 | | A(1) | | 1,599 | A | 46.90 | 2,599 | D | |
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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 Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial |
|--|------------------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|------------------------------------|-----------------------------------|--|------------------------------------|--|-----------------------------------|
|--|------------------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|------------------------------------|-----------------------------------|--|------------------------------------|--|-----------------------------------|

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| Derivative Security | Year | (Month/Day/Year) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Date (Month/Day/Year) | | Securities (Instr. 3 and 4) | | Owned Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (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 to reporting person of 1,599 shares of restricted stock having a fair market value of \$46.90 per share on the date of grant pursuant to a compensation plan for non-employee Directors.

/s/ Harley M. Smith

February 6, 2003

Harley M. Smith, Attorney-in-Fact
for John B. Menzer

Date

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

** 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.

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