

FARR DAVID N  
Form 4/A  
December 28, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FARR DAVID N

(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)  
12/19/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/22/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Board, CEO & Pres.

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	12/19/2006		G <sup>(1)</sup>	V 985 <sup>(1)</sup> D <sup>(2)</sup>	704,623 <sup>(3)</sup>	D	
Common Stock	12/19/2006		G <sup>(1)</sup>	V 985 <sup>(1)</sup> D <sup>(2)</sup>	703,638 <sup>(3)</sup>	D	
Common Stock	12/19/2006		G <sup>(4)</sup>	V <sup>(4)</sup> 2,972 D <sup>(2)</sup>	700,666 <sup>(3)</sup>	D	
Common Stock	12/19/2006		G <sup>(5)</sup>	V <sup>(5)</sup> 5,390 D <sup>(2)</sup>	695,276 <sup>(3)</sup>	D	
Common Stock	12/19/2006		G <sup>(1)</sup>	V 985 <sup>(1)</sup> A <sup>(2)</sup>	3,723 <sup>(3)</sup>	I	Trust-Daughter

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Common Stock	12/19/2006	G <sup>(1)</sup>	V	985 <sup>(1)</sup>	A	(2)	3,723 <sup>(3)</sup>	I	Trust-Son
Common Stock	12/19/2006	G <sup>(4)</sup>	V	2,972 <sup>(4)</sup>	A	(2)	87,748 <sup>(3)</sup>	I	Spouse
Common Stock							5,643.274 <sup>(3)</sup>	I	401(k) pan
Common Stock							12,025.728 <sup>(3)</sup>	I	401(k) 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)

**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 (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
FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT ST. LOUIS, MO 63136	X			Chairman of Board, CEO & Pres.

## Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for David N. Farr 12/28/2006

\_\_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 of 985 shares each to the respective trust accounts of the Reporting Person's son and daughter.

(2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

Balance reflects the effect of a 2-for-1 stock split effected in the form of a 100 percent stock dividend which was paid on December 11, 2006. This amendment is being filed solely to correct the balances reported in the Form 4 filed on December 22, 2006 which incorrectly did not reflect the effect of the stock split in the balances reported.

(4) Bona fide gift by the Reporting Person of 2,972 shares to the Reporting Person's spouse.

(5) Bona fide gift by the Reporting Person of 5,390 shares to the Emerson Directors' and Officers' Charitable Trust.

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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