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EMERSON ELECTRIC CO
Form DEF 14A
December 16, 2005

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

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____)

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement

/ / Confidential, for Use of the Commission Only (as permitted by
Rule 14a-6(e)(2))

/X/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Materials Pursuant to Rule 14a-11(c) or Rule 14a-12

EMERSON ELECTRIC CO.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

/X/ No Fee required.

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies.

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

/ / Fee paid previously with preliminary materials.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS

[Emerson logo]

St. Louis, Missouri
December 16, 2005

TO THE STOCKHOLDERS OF
EMERSON ELECTRIC CO.:

The Annual Meeting of the Stockholders of Emerson Electric Co. will be held at the office of the Company, 8000 West Florissant Avenue, St. Louis, Missouri on Tuesday, February 7, 2006, commencing at 10:00 a.m., at which meeting only holders of the common stock of record at the close of business on November 29, 2005, will be entitled to vote, for the following purposes:

1. To elect four Directors;
2. To approve the Emerson Electric Co. 2006 Incentive Shares Plan;
3. To ratify the appointment of our independent registered public accounting firm;
4. To vote upon the stockholder proposal described in the accompanying proxy statement, if properly presented at the meeting; and
5. To transact such other and further business, if any, as lawfully may be brought before the meeting.

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EMERSON ELECTRIC CO.

By /s/ David N Farr
Chairman of the Board,
Chief Executive Officer and
President

/s/ W. Wayne Withers

Secretary

EVEN THOUGH YOU MAY PLAN TO ATTEND THE MEETING IN PERSON, PLEASE VOTE BY TELEPHONE OR THE INTERNET, OR EXECUTE THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY. A RETURN ENVELOPE (WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR YOUR CONVENIENCE. TELEPHONE AND INTERNET VOTING INFORMATION IS PROVIDED ON YOUR PROXY CARD. SHOULD YOU ATTEND THE MEETING IN PERSON, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON.

IMPORTANT

PLEASE NOTE THAT A TICKET IS REQUIRED FOR ADMISSION TO THE MEETING. IF YOU PLAN TO ATTEND IN PERSON AND ARE A STOCKHOLDER OF RECORD, PLEASE CHECK THE BOX ON YOUR PROXY CARD AND BRING THE TEAR-OFF ADMISSION TICKET WITH YOU TO THE MEETING. IF YOUR SHARES ARE HELD BY SOMEONE ELSE (SUCH AS A BROKER) PLEASE BRING WITH YOU A LETTER FROM THAT FIRM OR AN ACCOUNT STATEMENT SHOWING YOU WERE A BENEFICIAL HOLDER ON NOVEMBER 29, 2005.

EMERSON ELECTRIC CO.

8000 WEST FLORISSANT AVENUE, ST. LOUIS, MISSOURI 63136

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD FEBRUARY 7, 2006

This proxy statement is furnished to the stockholders of Emerson Electric Co. in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders to be held February 7, 2006, and at all adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This proxy statement and the enclosed form of proxy are first being mailed to stockholders on or about December 16, 2005.

If you plan to attend and have a disability which requires accommodation at the meeting, please call 314-553-2197; requests must be received by January 18, 2006.

REGISTERED STOCKHOLDERS CAN SIMPLIFY THEIR VOTING AND SAVE EMERSON EXPENSE BY CALLING 1-866-540-5760 AND VOTING BY TELEPHONE, OR VOTING BY INTERNET ON THE WEBSITE OF OUR TRANSFER AGENT AT www.proxyvoting.com/emr. Telephone and Internet voting information is provided on your proxy card. A Control Number, located on the proxy card, is designed to verify your identity and allow you to vote your shares and confirm that your voting instructions have been properly recorded.

IF YOU VOTE BY TELEPHONE OR INTERNET, YOU NEED NOT MAIL BACK YOUR PROXY CARD.

If your shares are held in the name of a bank or broker, follow the

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voting instructions on the form you receive from that firm. The availability of telephone or Internet voting will depend on that firm's voting processes.

If you choose not to vote by telephone or Internet, please return your proxy card, properly signed, and the shares represented will be voted in accordance with your directions. You can specify your choices by marking the appropriate boxes on the proxy card. If your proxy card is signed and returned without specifying choices, the shares will be voted FOR the nominees in Proposal 1, FOR Proposal 2, FOR Proposal 3, AGAINST Proposal 4, and otherwise in the discretion of the proxies. The Company knows of no reason why any of the nominees for Director named herein would be unable to serve. In the event, however, that any nominee named should, prior to the election, become unable to serve as a Director, your proxy (unless designated to the contrary) will be voted for such other person or persons as the Board of Directors of the Company may recommend.

You may revoke your proxy at any time before it is voted (in the case of proxy cards) by giving notice to the Secretary of the Company or by executing and mailing a later-dated proxy. To revoke a proxy or change your vote by telephone or Internet, you must do so by telephone or Internet, respectively (following the directions on your proxy card), by twelve midnight Eastern time on February 6, 2006.

The close of business on November 29, 2005 was fixed by the Board of Directors as the record date for the determination of stockholders entitled to vote at the Annual Meeting of Stockholders. As of the record date, there were outstanding and entitled to be voted at such meeting 411,184,724 shares of our common stock, par value \$0.50 per share. The holders of the common stock will be entitled on each matter to one vote for each share of common stock held of record on the record date. There is no cumulative voting with respect to the election of directors.

A copy of the Company's Annual Report to Stockholders for the fiscal year ended September 30, 2005 accompanies this proxy statement.

This proxy is solicited by the Board of Directors of the Company. The solicitation will be by mail and the expense thereof will be paid by the Company. The Company has retained Morrow & Co., Inc. to assist in the solicitation of proxies at an estimated cost of \$7,500 plus expenses. In addition, solicitation of proxies may be made by telephone by Directors, officers or regular employees of the Company.

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I. ELECTION OF DIRECTORS

NOMINEES AND CONTINUING DIRECTORS

The Board of Directors is divided into three classes, with the terms of office of each class ending in successive years. Four Directors of the Company are to be elected for terms ending at the Annual Meeting in 2009, or until their respective successors have been elected and have qualified. Certain information with respect to the nominees for election as Directors proposed by the Company, as well as the other Directors whose terms of office as Directors will continue after the Annual Meeting, is set forth below.

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NAME, AGE, PRINCIPAL OCCUPATION OR POSITION, OTHER DIRECTORSHIPS -----	SERVED AS DIRECTOR SINCE -----	SHARES OF EMERSON COMMON STOCK BENEFICIALLY OWNED (1) (2) (3) -----
NOMINEES FOR TERMS ENDING IN 2009		
A. A. Busch III, 68..... Chairman of the Board of Anheuser-Busch Companies, Inc., brewery, container manufacturer and theme park operator He is also a Director of SBC Communications Inc.	1985	31,940 (
A. F. Golden, 59..... Partner of Davis Polk & Wardwell, lawyers	2000	7,612
V. R. Loucks, Jr., 71..... Retired Chairman and Chief Executive Officer of Baxter International Inc.	1979 (5)	11,990
J. B. Menzer, 54..... Vice Chairman of Wal-Mart Stores, Inc. He is also a Director of Wal-Mart de Mexico and The Seiyu, Ltd. (a Japanese supermarket chain)	2002	4,706
TO CONTINUE IN OFFICE UNTIL 2008		
D. N. Farr, 50..... Chairman of the Board, Chief Executive Officer and President of Emerson He is also a Director of Delphi Corp.	2000	708,823 (
D. C. Farrell, 72..... Retired Chairman and Chief Executive Officer of The May Department Stores Company	1989	22,141
R. B. Horton, 66..... Executive Chairman of the Sporting Exchange, Ltd., Retired Chairman of BP p.l.c. and Railtrack Group PLC and Former Chairman of Chubb plc	1987	10,852
C. A. Peters, 50..... Senior Executive Vice President of Emerson	2000	270,604
J. W. Prueher, 63..... Retired Admiral, U.S. Navy, and Former U.S. Ambassador to The People's Republic of China He is also a Director of Merrill Lynch & Company, Inc., The New York Life Insurance Company, Dyncorp International, Inc. and Fluor Corporation	2001	4,901

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NAME, AGE, PRINCIPAL OCCUPATION OR POSITION, OTHER DIRECTORSHIPS -----	SERVED AS DIRECTOR SINCE -----	EMERSON COMMON STOCK BENEFICIALLY OWNED (1) (2) (3) -----
TO CONTINUE IN OFFICE UNTIL 2007		
C. Fernandez G., 39..... Chairman and Chief Executive Officer of Grupo Modelo, S.A. de C. V., brewer	2001	14,430
He is also a Director of Anheuser-Busch Companies, Inc. and Grupo Televisa, S.A.		
W. J. Galvin, 59..... Senior Executive Vice President and Chief Financial Officer of Emerson	2000	408,818 (
He is also a Director of Factory Mutual Insurance Company		
G. A. Lodge, 73..... Retired general partner of InnoCal venture funds	1974	15,940
R. L. Ridgway, 70..... Former Assistant Secretary of State for Europe and Canada	1995	9,450
She is also a Director of The Boeing Company, Manpower, Inc., Sara Lee Corporation and 3M Company and is Trustee of three funds in the American Family Funds: EuroPacific Growth Fund, New Perspective Fund and New World Fund		
All Directors and Executive Officers as a Group (17 persons).....		2,475,986 (