GALVIN WALTER J Form 4 October 03, 2002

FORM 4

[] 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)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public burden hours per response. . . Utility

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									pany 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)			
Galvin, Walter J.				erson I	Electric	Co. EMI	₹	X Director 10% Owner					
(Last) (First)	(Middle)			. Identi	fication	Month/I	4. Statement for Month/Day/Year			X Officer (give title below) Other (specify below)			
c/o Emerson Electric Co. 8000 W. Florissant				on, if an untary)	entity	10/01/0)2		Executive Vice President - Finance and Chief Financial Officer				
(Street) St. Louis, Missouri 63136							dment Origina Year)	al	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(City) (State) (Zip)				e I N	on-Derivativ	e Secu	red, Disposed of, or Beneficially Owned					
(Month/ Day/ ai		Exec Date any	cution e, if			4. Securities or Dispose (Instr. 3, 4	d of (Γ))	Securities Beneficially Owned	Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership		
	Year)	(Mor Day/ Year	/	Code	V	Amount	(A) or (D)	Brice	Following Reported Trans- action(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)		
Common Stock	10/01/02			A		20,000	A	\$45.02	113,839	D			
									75,139	I	W. J. Galvin Family Partnership		
									6,116.916	I	401(k)		
									1,376.633	I	401(k) excess plan		
									23,526	I	Spouse		
									2,900	I	Trust-Daughter Megan (1)		
									450	I	Daughter Megan - UGMA (1)		
									3,520	I	Trust - Son Greg (1)		
									250	I	Daughter Megan - (1)		
									3,663	I	Trust - Son Jeff (1)		

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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.

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

	ú .	Ú-	(0.5., pu	us, cui	109	mui.	uniu	o option	is, com v	CI CIDIO	Securiu	CO		1.	
1. Title of	2. Conversion	3. Transaction	3A. Deemed	4. Trai	ısa	боN	umbe	6. Date		7. Tit	le and	8. Price of	9. Number	10. Ownership	11. Nature
Derivative		Date	Execution	II		of			isable	Amou	ınt	Derivative		Form of	of
Security	Exercise	(Month/	Date, if	(Ins	tr.			iveand		of		Security	Derivative	Derivative	Indirect
(Instr. 3)	Price of	Day/	any	8)				es Expir	ation	Unde		(Instr. 5)	Securities	Security:	Benefic
	Derivative	Year)	(Month/					d Date			curities		Owned	Direct	Owners
	Security		Day/				A) or		th/Day/	`	str. 3 and		Following	(D) or	(Instr. 4
			Year)					ed Year)		4)			Reported	Indirect	
							f (D)						Trans-	(I)	
						(1	nstr.						action(s)	(Instr. 4)	
						3,	and						(Instr. 4)		
						5)	, and								
					\blacksquare	3)	1	1	l		l				
											Amount				
								ъ.	г .		or				
									Expira-		Number of				
				Code	37	(A)	(D)		tion Date	Titlo	Shares				
				Code	٧	(A)	(D)	Sable	Date	Title	Shares				<u> </u>
							i								

Explanation of Responses:

Form 4 (continued)

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

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.

/s/ Harley M. Smith 10/3/02

Harley M. Smith, Attorney-in-Fact for Walter J. Galvin

** Signature of Reporting Person

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Date

(Over)

SEC 1474 (9-02)