

KNIGHT CHARLES F
Form 4
October 25, 2002

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549				OMB APPROVAL		
<p><input type="checkbox"/> 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)</p>	<p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p>					<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . .0.5</p>	
	<p>1. Name and Address of Reporting Person* Knight, Charles F.</p>		<p>2. Issuer Name and Ticker or Trading Symbol Emerson Electric Co - EMR</p>		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman</p>		
<p>(Last) (First) (Middle) c/o Emerson Electric Co. 8000 W. Florissant Ave.</p>		<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p>		<p>4. Statement for Month/Day/Year October 25, 2002</p>		<p>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</p>	
<p>(Street) St. Louis, Missouri 63136</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		<p>Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p>			
<p>(City) (State) (Zip)</p>							
<p>1. Title of Security (Instr.4)</p>	<p>2. Trans-action Date (Month/Day/Year)</p>	<p>2A. Deemed Execution Date, if any (Month/Day/Year)</p>	<p>3. Trans-action Code (Instr. 8)</p>	<p>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</p>	<p>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</p>	<p>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</p>	<p>7. Nature of Ownership (Instr. 4)</p>
			Code	V	Amount	(A) or (D)	Price

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Common Stock	10/24/02		M		10,374	A	28.9063	1,383,114	D	
								8,799	I	401(k) Plan
								11,092	I	401(k) Access Plan

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).

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

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 Following Reported Transaction(s) (Instr. 4)	10. Ownership For Derivative Securities or (Instr. 4)
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
10/24/02		M			10,374	10/05/95	10/05/04	Common Stock			55,626	D

Explanation of Responses:

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

/s/ Harley M. Smith

10/25/02
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Harley M. Smith,
Attorney-in-Fact for
Charles F. Knight
**Signature of
Reporting Person

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.