MENZER JOHN B Form 4 October 17, 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 hours p

hours per response. . .

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 1. Name and Address of Reporting Person\* 6. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol (Check all applicable) \_\_\_ 10% Owner X Director Emerson Electric Co. EMR Officer (give title below) \_\_\_ Other (specify below) Menzer, John В. 3. I.R.S. Identification 4. Statement for (Last) (First) (Middle) Number of Month/Day/Year Reporting October 17, 2002 Person, if an entity 720 SW Eighth Street (Voluntary) 5. If Amendment, 7. Individual or Joint/Group Filing (Street) Date of Original (Check Applicable Line) X Form filed by One Reporting Person (Month/Year) Bentonville, AR 72716 \_\_ Form filed by More than One Reporting (City) (State) (Zip) Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Title of Security Transaction 2A. Deemed Transaction Securities Acquired (A) Amount of 6. Ownership 7. Nature of Securities Indirect (Instr. 3) Execution Code or Disposed of (D) Form: Date (Instr. 3, 4 and 5) Beneficially Direct (D) Beneficial (Month/ Date, if (Instr. 8) Day/ anv Owned Ownership Indirect (I) (Month/ Following (Instr. 4) Year) Day/ Reported (Instr. 4) Trans-Year) action(s) (Instr. 3 (A) and 4) or 10/16/02 P 1,000 \$47.45 Common Stock 1,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Form 4 (continued)

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)

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

-	(e.g., puts, cans, warrants, options, convertible securities)													
	1. Title of	2. Conversion	3. Transaction	3A. Deemed	4. Transac	<b>ti</b> o <b>i</b> Numbe	6. Date	7. Title and	8. Price of	9. Number	10. Ownership	11. Nature		
	Derivative	or	Date	Execution	Code	of	Exercisable	Amount	Derivative	of	Form of	of		
	Security	Exercise	(Month/	Date, if	(Instr.	Deriva	iveand	of	Security	Derivative	Derivative	Indirect		
	(Instr. 3)	Price of	Day/	any	8)	Securit	es Expiration	Underlying	(Instr. 5)	Securities	Security:	Benefici		

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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		Derivative Security	Year)	(Month/ Day/ Year)			(A D of (I 3,	(A) or	d Date (Mon d Year)	th/Day/	Securities (Instr. 3 and 4)		Owned Following Reported Trans- action(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownersl (Instr. 4)
					Code	V	(A)	(D)	Exerci-	Expira- tion Date		Amount or Number of Shares			
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Explanation of Responses:

/s/ Harley M. Smith October 17, 2002

Harley M. Smith, Attorney-in-Fact Date

for John B. Menzer

\*\* 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.

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.

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