

KNIGHT CHARLES F
 Form 4
 October 25, 2002

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| 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> |

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| 1. Name and Address of Reporting Person* Knight, Charles F. | 2. Issuer Name and Ticker or Trading Symbol Emerson Electric Co - EMR | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% <input type="checkbox"/> Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman |
| (Last) (First) (Middle) c/o Emerson Electric Co. 8000 W. Florissant Ave. | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year October 25, 2002 |
| (Street) St. Louis, Missouri 63136 | 5. If Amendment, Date of Original (Month/Day/Year) | 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 |

(City) (State) (Zip) **Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Trans-action Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Trans-action 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 Ownership (Instr. 4) |
|---------------------------------|---------------------------------------|--|---------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
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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 |
| | | | | | | | | | | |
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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. (Over) SEC 1474 (9-02)

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 (I) (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 |
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