

KNIGHT CHARLES F
Form 4
December 16, 2002

FORM 4

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

OMB APPROVAL
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[] 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)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company 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) | |
| Knight, Charles F. | | | Emerson Electric Co. EMR | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year | | Chairman |
| c/o Emerson Electric Co. 8000 W. Florissant | | | | December 16, 2002 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| St. Louis, Missouri 63136 | | | | <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 I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/12/02 | | M | | 4,698 (1) | A | 42.5625 | 1,380,381 | D | |
| | | | | | | | | 8,799 | I | 401(k) Plan |
| | | | | | | | | 11,092 | I | 401(k) Excess 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 (continued) Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities | 10. Ownership Form of Derivative Security |
|--|------------------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|------------------------------------|---|--|------------------------------------|---|
|--|------------------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|------------------------------------|---|--|------------------------------------|---|

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| | Derivative Security | Year) | (Month/Day/Year) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Date (Month/Day/Year) | | Title | Amount or Number of Shares | Owned Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|--------------------------------------|---------------------|----------|------------------|---|---|-----|-----------|-----------------------|-----------------|--------------|----------------------------|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (right to buy) | 42.5625 | 12/12/02 | | M | | | 4,698 (1) | (2) | 3/6/2010 | Common Stock | 4,698 | 95,302 | D |
| | | | | | | | | | | | | | |
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Explanation of Responses:

- (1) Exercise of option exempt under Rule 16b-3.
- (2) Option vests in 1/3 increments beginning October 6, 2001.

/s/ Harley M. Smith

12/16/02

Harley M. Smith, Attorney-in-Fact
for Charles F. Knight

Date

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

** 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.

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