EMERSON ELECTRIC CO

Form 4

November 07, 2013

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

OMB Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Section 16.
Form 4 or
Form 5 Filed

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

burden hours per response... 0.5

may continue. *See* Instruction

obligations

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

	address of Repo ER RICHAR	_	2. Issuer Name and Ticker or Trading Symbol EMERSON ELECTRIC CO [EMR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O EMERSON ELECTRIC CO, 8000 W. FLORISSANT AVENUE			(Month/Day/Year) 11/05/2013	Director 10% Owner Street Control of the control o		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
ST. LOUIS, MO 63136				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned		
1 Title of	2 Transaction	n Dota 24 Da	amad 3 A Sagurities	5 Amount of 6 Ownership 7 Nature		

(City)	(State) (Z	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed (of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. SecuritonAcquired		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	,	^	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	11/05/2013		A(1)	8,713 (1)	A	<u>(2)</u>	68,319	D	
Common Stock							2,411.83	I	401(k) plan
Common Stock							988.449	I	401(k) excess plan

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

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(4)</u>	11/05/2013		A(3)	11,160 (3)	(3)	(3)	Common Stock	11,160	

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

SCHLUETER RICHARD J C/O EMERSON ELECTRIC CO 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136

VP, Contr. & Chief Acc. Off.

Signatures

/s/ John G. Shively, Attorney-in-Fact for Richard J. Schlueter

11/07/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- . Acquisition of 8,713 shares pursuant to Rule 16b-3 upon payout of 60% (16,740 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2013. Of these 16,740 units, 8,713 units were paid in shares of Issuer stock, with the remaining 8,027 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Note 1 and Note 3.
- Acquisition of 11,160 restricted stock units pursuant to Rule 16b-3 upon payout of 40% of earned performance share award under shareholder-approved benefit plan described in Note 1. The restricted stock units are subject to a one-year vesting period.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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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