EMERSON ELECTRIC CO

Form 4

November 03, 2016

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * DELLAQUILA FRANK J

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

EMERSON ELECTRIC CO [EMR]

Director 10% Owner _X__ Officer (give title Other (specify

(Check all applicable)

Exec. VP and CFO

C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT **AVENUE**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

11/01/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

ST. LOUIS, MO 63136

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	quired, Disposed	of, or Beneficial	lly 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. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	l of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/01/2016		A(1)	34,915	A	(2)	139,467	D	
Common Stock	11/01/2016		A(3)	20,000	A	<u>(2)</u>	159,467	D	
Common Stock							8,442	I	Spouse
Common Stock							56,486	I	FJD 2012 Gift Trust
							75.315	I	

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Common Stock	353	I	(5) 401(k) plan
Common Stock	1,415	I	401(k) excess plan
Reminder: Report on a separate line for each class of securities benef	· · · · · · · · · · · · · · · · · · ·		
	Persons who respond to the colinformation contained in this for required to respond unless the displays a currently valid OMB on the colonial colon	rm are not form	SEC 1474 (9-02)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (6)	<u>(7)</u>	11/01/2016		A(6)	44,720 (6)	<u>(6)</u>	<u>(6)</u>	Common Stock	44,720	

Reporting Owners

Reporting Owner Name / Address	Relationships Director 10% Owner Officer			
DELLAQUILA FRANK J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec. VP and CFO	
Signatures				
/s/ John G. Shively, Attorney-in-fact Dellaquila	for Frank	k J.	11/03/2016	
**Signature of Reporting Pers	son		Date	

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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 34,915 shares pursuant to Rule 16b-3 upon payout of 60% (67,080 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, 2016. Of these 67,080 units, 34,915 units were paid in shares of Issuer stock, with the remaining 32,165 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Notes 1, 3 and 6.
- (3) Grant of restricted stock under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- Grantor trust for the Reporting Person with the Reporting Person's spouse and descendants as its beneficiaries. The Reporting Person is the trustee of The FJD 2012 Gift Trust.
- Grantor trust for the Reporting Person's spouse with the Reporting Person's descendants as its beneficiaries. The Reporting Person and the Reporting Person's spouse are co-trustees of The SRD 2012 Gift Trust.
- Acquisition of 44,720 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.
- (7) 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.