FARR DAVID N Form 4 October 09, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * FARR DAVID N

> (First) (Middle)

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

(Street)

(State)

(Month/Day/Year)

10/08/2018

2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

ST. LOUIS, MO 63136

2. Issuer Name and Ticker or Trading Symbol

EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction (Month/Day/Year) 10/08/2018

3.

Code

 $F^{(1)}$

(Instr. 8)

Code V Amount

45,250

(1)

4. If Amendment, Date Original Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction(A) or Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities Acquired

(A)

or

(D)

D

Price \$

77.51

(2)

X Form filed by One Reporting Person Person

Issuer

below)

_X__ Director

Applicable Line)

X_ Officer (give title

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported

Transaction(s) (Instr. 4) (Instr. 3 and 4)

1,792,741 D

59,723

69,723

Common Stock

(Zip)

Stock Common Stock

Common

401,801 **Spouse** Ι

Ι

Ι Trust-Son

10,034.316 401(k) plan

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

> 10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect Beneficial

Trust-Daughter

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman of Board & CEO

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Common Stock

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE

X Chairman of Board & CEO

ST. LOUIS, MO 63136

Signatures

/s/ John A. Sperino, Attorney-in-Fact for David N. Farr 10/09/2018

**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).
- (1) Shares withheld for required minimum taxes upon vesting of previously reported stock grant under shareholder approved benefit plan exempt pursuant to Rule 16b-3.

Reporting Owners 2

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(2) Fair market value on date of the vesting described in Note 1.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for David N. Farr

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.