

EMERSON ELECTRIC CO
Form 4
October 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

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

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 WEST FLORISSANT AVENUE

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	09/30/2014		M ⁽¹⁾	(A) or (D) A	167,400 <u>(1)</u> 1,674,803	D	
Common Stock	09/30/2014		F ⁽³⁾	(A) or (D) D	\$ 80,269 <u>(3)</u> 62.76 <u>(4)</u> 1,594,534	D	
Common Stock					323,496	I	Spouse
Common Stock					54,723	I	Trust-Daughter
					54,723	I	Trust-Son

Common Stock

Common Stock

8,286.069 I 401(k) plan

Common Stock

30,409.41 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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(5)</u>	09/30/2014		<u>M</u> ⁽¹⁾	167,400 ⁽¹⁾	<u>(1)</u>	<u>(1)</u>	Common Stock	167,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 WEST FLORISSANT AVENUE ST. LOUIS, MO 63136	X		Chairman of Board & CEO	

Signatures

/s/ John G. Shively, Attorney-in-fact for David N. Farr

10/02/2014

 **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).

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- Vesting of 167,400 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (167,400 units) of the earned performance share award under a shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2013. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.
- (1) Vesting of 167,400 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (167,400 units) of the earned performance share award under a shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2013. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.
 - (2) Price is not applicable to the acquisition or vesting of the restricted stock units described in Note 1 or to the acquisition of Issuer common stock upon such vesting.
 - (3) Shares withheld for required minimum taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.
 - (4) Fair market value on date of the vesting described in Note 1.
 - (5) Each restricted stock unit represented 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.

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