

GALVIN WALTER J  
Form 4  
November 14, 2012

**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).

**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 \*  
GALVIN WALTER J

(Last) (First) (Middle)

C/O EMERSON ELECTRIC CO., 8000 W. 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)  
11/12/2012

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)  
Vice Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/12/2012                           |  | S                              | 35,000 D \$ 50.5  | 21,660  | I  | Galvin Family Trust <sup>(1)</sup>                    |
| Common Stock                    | 11/12/2012                           |  | J <sup>(2)</sup>               | V 154,000 <sup>(2)</sup> D 0                                      | 0   | I  | JGM Investors, LP <sup>(4)</sup>                      |
| Common Stock                    | 11/12/2012                           |  | J <sup>(2)</sup>               | V 154,000 <sup>(2)</sup> A 0                                      | 175,660   | I  | Galvin Family Trust <sup>(1)</sup>                    |
| Common                          | 11/12/2012                           |  | G <sup>(5)</sup>               | V 144,410 D 0   | 29,136  | D  |   |

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| Stock        |            |                  | (5) |                |   |     |            |   |                                     |
|--------------|------------|------------------|-----|----------------|---|-----|------------|---|-------------------------------------|
| Common Stock | 11/12/2012 | G <sup>(5)</sup> | V   | 144,410<br>(5) | A | (3) | 163,614    | I | Spouse                              |
| Common Stock | 11/13/2012 | G <sup>(7)</sup> | V   | 9,548<br>(6)   | D | (3) | 19,588     | D |                                     |
| Common Stock |            |                  |     |                |   |     | 185,127    | I | JGM Investors II, LP <sup>(7)</sup> |
| Common Stock |            |                  |     |                |   |     | 13,223.009 | I | 401(k) excess plan                  |

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

**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.**

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| GALVIN WALTER J<br>C/O EMERSON ELECTRIC CO.<br>8000 W. FLORISSANT AVENUE<br>ST. LOUIS, MO 63136 | X             |           | Vice Chairman |       |

## Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Walter J.  
Galvin

11/14/2012

\_\_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) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See Note 4 for more information regarding The Galvin Family Trust.
- (2) Partnership distribution of 154,000 shares from JGM Investors, LP to The Galvin Family Trust.
- (3) Price is not applicable to acquisitions or dispositions resulting from a distribution of partnership assets or bona fide gifts.  
JGM Investors, LP is a limited partnership of which The Galvin Family Trust and the Reporting Person's spouse are the general partners. The Galvin Family Trust is the controlling general partner of JGM Investors, LP. The Reporting Person's children are the trustees of The Galvin Family Trust and the Reporting Person's spouse and children are the beneficiaries. The Galvin Family Trust has a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (4) Galvin Family Trust and the Reporting Person's spouse and children are the beneficiaries. The Galvin Family Trust has a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (5) Bona fide gift of 144,410 shares from the Reporting Person to the Reporting Person's spouse.
- (6) Bona fide gift by the Reporting Person to the Emerson Directors' and Officers' Charitable Trust.  
JGM Investors II, LP is a limited partnership in which The Galvin Family Trust II has a 99.7% limited partnership interest and the Reporting Person's children each have a 0.10% general partnership interest. The Reporting Person is the trustee of The Galvin Family Trust II and the Reporting Person and the Reporting Person's children are the beneficiaries. The Reporting Person disclaims beneficial ownership in the interests in JGM Investors II, LP that are beneficially owned by his children.
- (7) Trust II and the Reporting Person and the Reporting Person's children are the beneficiaries. The Reporting Person disclaims beneficial ownership in the interests in JGM Investors II, LP that are beneficially owned by his children.

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.