

EMERSON ELECTRIC CO

Form 4

December 04, 2013

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 *
DELLAQUILA FRANK 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)
12/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec. VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	12/02/2013		G ⁽¹⁾	V 175 ⁽¹⁾ D ⁽²⁾	8,442	I	Spouse
Common Stock	12/02/2013		G ⁽¹⁾	V 175 ⁽¹⁾ A ⁽²⁾	2,020	I	Trust - Son
Common Stock	12/02/2013		S	2,020 D \$ 67.12	0	I	Trust - Son
Common Stock	12/02/2013		G ⁽³⁾	V ⁽³⁾ 2,500 D ⁽²⁾	92,693	D	
Common Stock	12/03/2013		I ⁽⁴⁾	⁽⁴⁾ 1,086 ⁽⁵⁾ D \$ 66.71	0	I	401(k) plan

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Common Stock	12/03/2013	I ⁽⁴⁾	3,141 <u>(4) (6)</u>	D	\$ 66.71	0	I	401(k) excess plan
Common Stock						56,486	I	FJD 2012 Gift Trust ⁽⁷⁾
Common Stock						75,315	I	SRD 2012 Gift Trust ⁽⁸⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELLAQUILA FRANK J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec. VP & CFO	

Signatures

/s/ John G. Shively, Attorney-in-Fact for Frank J. Dellaquila

12/04/2013

**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).

- (1) Bona fide gift of 175 shares to a trust for the benefit of the Reporting Person's son.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) Bona fide gift by the Reporting Person of 2,500 shares to the Emerson Directors' and Officers' Charitable Trust.
- (4) Intra-plan transfer from the Emerson Common Stock Fund to another fund within the respective plan.
- (5) Includes 75 shares acquired since the Reporting Person's last Form 4 filing.
- (6) Includes 287 shares acquired since the Reporting Person's last Form 4 filing.
- (7) 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.
- (8) 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.

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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