

EMERSON ELECTRIC CO  
Form 4  
November 07, 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 \*  
**STEEVES FRANK L**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVE.**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/05/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec. VP, Secy & Gen. Counsel**

**ST. LOUIS, MO 63136**  
  
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/05/2013		A <sup>(1)</sup>	31,948 A ②	116,725	D	
Common Stock					1,030.462	I	401(k) plan
Common Stock					3,125.419	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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SEC 1474 (9-02)

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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. Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	<sup>(4)</sup>	11/05/2013		A <sup>(3)</sup>	40,920 <sup>(3)</sup>	<sup>(3)</sup> <sup>(3)</sup>	Common Stock	40,920

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEVES FRANK L C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136			Exec. VP, Secy & Gen. Counsel	

## Signatures

/s/ John G. Shively, Attorney-in-Fact for Frank L. Steeves  
 11/07/2013

<sup>\_\_</sup>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) Acquisition of 31,948 shares pursuant to Rule 16b-3 upon payout of 60% (61,380 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, 2013. Of these 61,380 units, 31,948 units were paid in shares of Issuer stock, with the remaining 29,432 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Note 1 and Note 3.
- (3) Acquisition of 40,920 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.
- (4) 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.

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