EMERSON ELECTRIC CO Form 8-K February 19, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 14, 2013

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

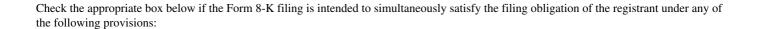
Missouri (State or Other Jurisdiction of 1-278 (Commission

43-0259330 (I.R.S. Employer

Incorporation) File Number) Identification Number)

8000 West Florissant Avenue

St. Louis, Missouri 63136 (Address of Principal Executive Offices) (Zip Code) Registrant s telephone number, including area code: (314) 553-2000



- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

We are filing this Current Report on Form 8-K solely to add exhibits to the Company $\,$ s Registration Statement on Form S-3 (File No. 333-178110).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
1.1	Form of Underwriting Agreement Standard Provisions dated February 14, 2013
1.2	Form of Pricing Agreement (included in Exhibit 1.1)
4.1	Form of 2.625% Fixed Rate Note due 2023
5.1	Opinion of John G. Shively, Esq.
23.1	Consent of John G. Shively, Esq. (included in Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERSON ELECTRIC CO.

(Registrant)

Date: February 19, 2013 By: /s/ John G. Shively

John G. Shively

Assistant General Counsel and

Assistant Secretary

EXHIBIT INDEX

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