

EMERSON ELECTRIC CO

Form 4

October 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONSER EDWARD L

(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)

10/01/2015

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 ____ Other (specify
below) below)

President

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 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	10/01/2015		F ⁽¹⁾	(A) or (D) D	1,668 (1) \$ 43.445	143,780 ⁽²⁾	D
COMMON STOCK					1,295.947 ⁽³⁾	I	401(k) plan
COMMON STOCK					4,395.1535 ⁽⁴⁾	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**

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
Employee Stock Option (Right to Buy)	\$ 53.835					10/01/2008 ⁽⁵⁾ 10/01/2017	Common Stock	50,000 ⁽⁶⁾
Employee Stock Option (Right to Buy)	\$ 30.025					02/19/2009 ⁽⁵⁾ 02/19/2019	Common Stock	40,000 ⁽⁶⁾
Employee Stock Option (Right to Buy)	\$ 53.31					10/04/2011 ⁽⁵⁾ 10/04/2020	Common Stock	65,000 ⁽⁶⁾
Employee Stock Option (Right to Buy)	\$ 65.07					10/01/2014 ⁽⁵⁾ 10/01/2023	Common Stock	60,000 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONSER EDWARD L C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE			President	

ST. LOUIS, MO 63136

Signatures

/s/ John G. Shively Attorney-in-Fact for Edward L.
Monser

10/05/2015

__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) Shares withheld for required minimum taxes upon vesting of previously reported stock grant under shareholder approved benefit plan exempt pursuant to Rule 16b-3.

- (2) Since the reporting person's last Form 4, he has transferred 132,948 shares of common stock to his ex-wife pursuant to a domestic relations order (DRO). In addition, since the reporting person's last Form 4, he has transferred the economic interests in 12,500 shares of restricted stock, previously reported as directly owned, to his ex-wife pursuant to the DRO. The reporting person disclaims beneficial ownership in all such transferred shares and restricted stock interests and no longer reports them as beneficially owned.

- (3) Effective January 6, 2015 the reporting person transferred 50% of the shares of common stock held in his 401(k) plan account to his ex-wife pursuant to the DRO.

- (4) Effective January 6, 2015, the reporting person transferred 50% of the economic interests in his 401(k) excess plan account pursuant to the DRO. The amount shown above represents the reporting person's retained 50% interest in such account. The reporting person disclaims beneficial ownership in the other 50% interest in the account and will no longer report such interest as beneficially owned.

- (5) The options vest in three equal annual installments beginning on the date indicated.

- (6) For each tranche, the balance is being updated to reflect the transfer of economic interest in an equal number of options to the reporting person's ex-wife pursuant to the terms of the DRO. The reporting person disclaims beneficial ownership in all such transferred options and will no longer report them as beneficially owned.

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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