

EMERSON ELECTRIC CO

Form 4

February 21, 2017

FORM 4UNITED 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 *
Button Bell Katherine

(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)

02/17/2017

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)

Sr. VP & Chief Marketing Off.

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	02/17/2017		M ⁽¹⁾	(A) or (D) V Amount Price 5,400 \$ (1) 53.835	48,413	D	
Common Stock	02/17/2017		F ⁽²⁾	(A) or (D) V Amount Price 150 \$ (2) 62.125	48,263	D	
Common Stock	02/17/2017		F ⁽³⁾	(A) or (D) V Amount Price 4,678 \$ (3) 62.125	43,585	D	
Common Stock					1,037.233	I	401(k) plan
Common Stock					4,288.132	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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(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)
Employee Stock Option (Right to Buy)	\$ 53.835	02/17/2017		M ⁽¹⁾	5,400 ⁽¹⁾	10/01/2008 ⁽⁴⁾ 10/01/2017	Common Stock 5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Button Bell Katherine C/O EMERSON ELECTRIC CO 8000 W. FLORRISSANT AVENUE ST. LOUIS, MO 63136			Sr. VP & Chief Marketing Off.	

Signatures

/s/ John G. Shively, Attorney-in-Fact for Katherine
Button Bell

02/21/2017

 **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) Exercise of 2,893 non-qualified stock options and 2,507 incentive stock options exempt under Rule 16b-3.

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- (2) Shares withheld for taxes exempt under Rule 16b-3 resulting from nonqualified stock option exercise.
- (3) Payment of option exercise price by delivering securities.
- (4) The options vested in three equal annual installments beginning on the date indicated.
- (5) Price is not applicable to stock options received as incentive compensation.

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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