

EMERSON ELECTRIC CO

Form 4

March 22, 2017

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Train Michael H.

(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)

03/20/2017

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 \_\_\_\_ Other (specify  
below) below)

Exec. Pres. Auto. Sols.

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)
Common Stock	03/20/2017		M <sup>(1)</sup>	V Amount (1) 10,000 (A) or (D) A Price \$ 53.835	128,143	D	
Common Stock	03/20/2017		F <sup>(2)</sup>	(2) 8,930 (D) D Price \$ 60.275	119,213	D	
Common Stock	03/20/2017		F <sup>(3)</sup>	(3) 179 (3) D Price \$ 60.275	119,034	D	
Common Stock					555.137	I	Profit Sharing Plan
					9,417.264	I	

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Common Stock						401(k) Plan
Common Stock	411.576	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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 53.835	03/20/2017		M <sup>(1)</sup>	10,000 <sup>(1)</sup>	10/01/2008 <sup>(4)</sup> 10/01/2017	Common Stock 10,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Train Michael H. C/O EMERSON ELECTRIC CO 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec. Pres. Auto. Sols.	

## Signatures

/s/ John G. Shively, Attorney-in-Fact for Michael H.  
Train

03/22/2017

\_\_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 4,429 non-qualified stock options and 5,571 incentive stock options exempt under Rule 16b-3.

(2) Payment of option exercise price by delivering securities.

(3) Shares withheld for taxes exempt under Rule 16b-3 resulting from nonqualified stock option exercise.

(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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