

DELLAQUILA FRANK J
Form 4
December 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DELLAQUILA FRANK J

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

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

(Last) (First) (Middle)
C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & CFO

ST. LOUIS, MO 63136

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/07/2012		G(1)	V 68,865 (1) D (2) 108,180		D	
Common Stock	12/07/2012		G(1)	V 68,865 (1) A (2) 84,157		I	Spouse
Common Stock	12/20/2012		G(3)	V 225 (3) D (2) 83,932		I	Spouse
Common Stock	12/20/2012		G(3)	V 225 (3) A (2) 1,845		I	Trust - Son
Common Stock	12/24/2012		G(4)	V 56,486 (4) D (2) 51,694		D	

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Common Stock	12/24/2012	G ⁽⁴⁾	V	56,486 (4)	A	(2)	56,486	I	FJD 2012 Gift Trust (4)
Common Stock	12/24/2012	G ⁽⁵⁾	V	75,315 (5)	D	(2)	8,617	I	Spouse
Common Stock	12/24/2012	G ⁽⁵⁾	V	75,315 (5)	A	(2)	75,315	I	SRD 2012 Gift Trust (5)
Common Stock							834.933	I	401(k) plan
Common Stock							2,265.858	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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELLAQUILA FRANK J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec. VP & CFO	

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Frank J.
Dellaquila

12/27/2012

__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) Bona fide gift of 68,865 shares to a trust for the benefit of the Reporting Person's spouse.
- (2) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- (3) Bona fide gift of 225 shares to a trust for the benefit of the Reporting Person's son.
- (4) Bona fide gift of 56,486 shares to The FJD 2012 Gift Trust, a grantor trust for the Reporting Person with the Reporting Person's spouse and descendants as its beneficiaries. The Reporting Person is the trustee of The FJD 2012 Gift Trust.
- (5) Bona fide gift by the Reporting Person's spouse of 75,315 shares to The SRD 2012 Gift Trust, a grantor trust for the Reporting Person's spouse with the Reporting Person's descendants as its beneficiaries. The Reporting Person and the Reporting Person's spouse are co-trustees of The SRD 2012 Gift Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.