

EMERSON ELECTRIC CO

Form 4

October 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
SCHLUETER RICHARD J

(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)
09/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Contr. & Chief Acc. Off.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)		
			Code	V	Amount or (D) Price				
Common Stock	09/30/2014		M ⁽¹⁾		11,160 ₍₁₎	A	\$ 80,731	D	
Common Stock	09/30/2014		F ⁽³⁾		3,722 ₍₃₎	D	\$ 62.76 ₍₄₎	77,009	D
Common Stock							2,574.03	I	401(k) plan
Common Stock							1,078.152	I	401(k) excess plan

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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)	8.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(5)</u>	09/30/2014		M ⁽¹⁾	11,160 ⁽¹⁾	<u>(1)</u>	<u>(1)</u>	Common Stock	11,160

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHLUETER RICHARD J
C/O EMERSON ELECTRIC CO.
8000 W. FLORISSANT AVENUE
ST. LOUIS, MO 63136

VP, Contr. & Chief Acc. Off.

Signatures

/s/ John G. Shively, Attorney-in-Fact for Richard J. Schlueter

10/02/2014

__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) Vesting of 11,160 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (11,160 units) of the earned performance share award under a shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2013. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.

(2) Price is not applicable to the acquisition or vesting of the restricted stock units described in Note 1 or to the acquisition of Issuer common stock upon such vesting.

(3) Shares withheld for required minimum taxes upon vesting of restricted stock units described in Note 1 exempt pursuant to Rule 16b-3.

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(4) Fair market value on date of the vesting described in Note 1.

(5) Each restricted stock unit represented a contingent right to receive one share of the Issuer's common stock.

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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