

EMERSON ELECTRIC CO

Form 4

November 03, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELLAQUILA FRANK 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)

11/01/2016

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. VP and CFO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2016		A ⁽¹⁾		34,915	A	<u>(2)</u>	139,467	D	
Common Stock	11/01/2016		A ⁽³⁾		20,000	A	<u>(2)</u>	159,467	D	
Common Stock								8,442	I	Spouse
Common Stock								56,486	I	FJD 2012 Gift Trust ⁽⁴⁾
								75,315	I	

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Common Stock				SRD 2012 Gift Trust (5)
Common Stock	353	I		401(k) plan
Common Stock	1,415	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)	8. De
				Code	V	(A)	(D)	
Restricted Stock Units (6)	(7)	11/01/2016		A(6)		44,720(6)	(6)	(6)
							Common Stock	44,720

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 and CFO

Signatures

/s/ John G. Shively, Attorney-in-fact for Frank J. Dellaquila

11/03/2016

**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) Acquisition of 34,915 shares pursuant to Rule 16b-3 upon payout of 60% (67,080 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2016. Of these 67,080 units, 34,915 units were paid in shares of Issuer stock, with the remaining 32,165 units paid in cash to cover the reporting person's tax obligations.
- (2) Price is not applicable to acquisitions described in Notes 1, 3 and 6.
- (3) Grant of restricted stock under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- (4) 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) 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.
- (6) Acquisition of 44,720 restricted stock units pursuant to Rule 16b-3 upon payout of 40% of earned performance share award under shareholder-approved benefit plan described in Note 1. The restricted stock units are subject to a one-year vesting period.
- (7) Each restricted stock unit represents 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. 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.