

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 *
Pelch Steven J.

(Last) (First) (Middle)

C/O EMERSON ELECTRIC
CO., 8000 WEST 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 below) ____ Other (specify below)
Snr VP - Org. Planning & Dev.

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	11/01/2016		A ⁽¹⁾	7,379 A <u>(2)</u>	54,647	D	
Common Stock	11/01/2016		A ⁽³⁾	10,000 A <u>(2)</u>	64,647	D	
Common Stock					1,196.862	I	401(k) plan
Common Stock					1,120.42	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. Pr Deriv Secur (Instr
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	<u>(5)</u>	11/01/2016		A	⁽⁴⁾	8,944 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 8,944

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelch Steven J. C/O EMERSON ELECTRIC CO. 8000 WEST FLORISSANT AVENUE ST. LOUIS, MO 63136			Snr VP - Org. Planning & Dev.	

Signatures

/s/ John G. Shively, Attorney-in-Fact for Steven J.
Pelch

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 7,379 shares pursuant to Rule 16b-3 upon payout of 60% (13,416 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 13,416 units, 7,379 units were paid in shares of Issuer stock, with the remaining 6,037 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 4.

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- (3) Grant of restricted stock under shareholder approved benefit plan exempt pursuant to Rule 16b-3(d).
- (4) Acquisition of 8,944 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.
- (5) 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.

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