

Train Michael H.
Form 4
October 03, 2017

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 *
Train Michael H.

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

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Pres. Auto. Sols.

(Street)
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 Beneficial Ownership (Instr. 4)
Common Stock	09/30/2017		M ⁽¹⁾	V	15,480 <u>(1)</u>	A	\$ 62.805
Common Stock	09/30/2017		F ⁽³⁾		5,202 <u>(3)</u>	D	\$ 62.805
Common Stock	10/01/2017		F ⁽⁵⁾		4,821 <u>(5)</u>	D	\$ 62.985
Common Stock						I	Profit Sharing

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).

- Vesting of 15,480 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (15,480 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, 2016. The restricted stock units were subject to a one-year vesting period. The payout of the other 60% was previously reported.
- (1) Vesting of 15,480 restricted stock units exempt pursuant to Rule 16b-3. The restricted stock units were acquired upon payout of 40% (15,480 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, 2016. 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.
 - (4) Fair market value on date of the vesting described in Note 1.
 - (5) Shares withheld for required minimum taxes upon vesting of previously reported stock grant under shareholder approved benefit plan exempt pursuant to Rule 16b-3.
 - (6) Fair market value on date of the vesting described in Note 5.
 - (7) 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.

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.