

EMERSON ELECTRIC CO

Form 4

December 29, 2014

FORM 4UNITED 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

OMB
Number: 3235-0287
Expires: January 31,
2015
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARR DAVID N

(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)

12/24/2014

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)

Chairman of Board & CEO

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 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	12/24/2014		G ⁽¹⁾	V 53,305 (1)	D (2)	1,662,869	D
Common Stock	12/24/2014		G ⁽³⁾	V 5,000 (3)	D (2)	1,657,869	D
Common Stock	12/24/2014		G ⁽³⁾	V 5,000 (3)	D (2)	1,652,869	D
Common Stock	12/24/2014		G ⁽¹⁾	V 53,305 (1)	A (2)	376,801	I Spouse
Common Stock	12/24/2014		G ⁽³⁾	V 5,000 (3)	A (2)	59,723	I Trust-Daughter

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Common Stock	12/24/2014	G ⁽³⁾	V	5,000 ⁽³⁾	A	(2)	59,723	I	Trust-Son
Common Stock							8,340.842	I	401(k) plan
Common Stock							30,736.105	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 Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FARR DAVID N C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST LOUIS, MO 63136	X Chairman of Board & CEO

Signatures

/s/ John G. Shively, Attorney-in-fact for David N. Farr

12/29/2014

 **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) Bona fide gift by the Reporting Person of 53,305 shares to a revocable 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 by the Reporting Person of 5,000 shares each to the respective trust accounts of the Reporting Person's son and daughter.

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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