

EMERSON ELECTRIC CO  
Form 10-Q  
August 07, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

\_\_\_\_\_  
FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-278

EMERSON ELECTRIC CO.

(Exact name of registrant as specified in its charter)

Missouri

(State or other jurisdiction of  
incorporation or organization)

43-0259330

(I.R.S. Employer  
Identification No.)

8000 W. Florissant Ave.

P.O. Box 4100

St. Louis, Missouri

(Address of principal executive offices)

63136

(Zip Code)

Registrant's telephone number, including area code: (314) 553-2000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common stock of \$0.50 par value per share outstanding at July 31, 2013: 714,531,444 shares.

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## FORM 10-Q

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

EMERSON ELECTRIC CO. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EARNINGS  
THREE AND NINE MONTHS ENDED JUNE 30, 2012 AND 2013  
(Dollars in millions, except per share amounts; unaudited)

|  | Three Months Ended |       | Nine Months Ended |        |
|--|--------------------|-------|-------------------|--------|
|  | June 30,<br>2012   | 2013  | June 30,<br>2012  | 2013   |
| Net sales  | \$6,484            | 6,344 | 17,712            | 17,857 |
| Costs and expenses:  |                    |       |                   |        |
| Cost of sales  | 3,856              | 3,776 | 10,693            | 10,709 |
| Selling, general and administrative expenses                                       | 1,338              | 1,396 | 4,051             | 4,216  |
| Goodwill impairment  | —                  | 503   | —                 | 503    |
| Other deductions, net  | 84                 | 107   | 279               | 252    |
| Interest expense (net of interest income of \$5, \$5, \$14 and \$12, respectively) | 51                 | 51    | 167               | 162    |
| Earnings before income taxes   | 1,155              | 511   | 2,522             | 2,015  |
| Income taxes   | 368                | 297   | 798               | 757    |
| Net earnings   | 787                | 214   | 1,724             | 1,258  |
| Less: Noncontrolling interests in earnings of subsidiaries                         | 17                 | 20    | 38                | 49     |
| Net earnings common stockholders   | \$770              | 194   | 1,686             | 1,209  |
| Basic earnings per share common stockholders                                       | \$1.05             | 0.27  | 2.29              | 1.67   |
| Diluted earnings per share common stockholders                                     | \$1.04             | 0.27  | 2.28              | 1.66   |
| Cash dividends per common share  | \$0.40             | 0.41  | 1.20              | 1.23   |

See accompanying Notes to Consolidated Financial Statements.

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EMERSON ELECTRIC CO. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 THREE AND NINE MONTHS ENDED JUNE 30, 2012 AND 2013  
 (Dollars in millions; unaudited)

|  | Three Months Ended |       | Nine Months Ended |       |
|--|--------------------|-------|-------------------|-------|
|  | June 30,           |       | June 30,          |       |
|  | 2012               | 2013  | 2012              | 2013  |
| Net earnings   | \$787              | 214   | 1,724             | 1,258 |
| Other comprehensive income, net of tax:                                |                    |       |                   |       |
| Foreign currency translation   | (256               | ) (47 | ) (262            | ) (99 |
| Cash flow hedges   | (16                | ) (27 | ) 54              | (32   |
| Pension and postretirement   | 27                 | 37    | 82                | 111   |
| Total other comprehensive income (loss)                                | (245               | ) (37 | ) (126            | ) (20 |
| Comprehensive income   | 542                | 177   | 1,598             | 1,238 |
| Less: Noncontrolling interests in comprehensive income of subsidiaries | 16                 | 20    | 35                | 43    |
| Comprehensive income common stockholders                               | \$526              | 157   | 1,563             | 1,195 |

See accompanying Notes to Consolidated Financial Statements.

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EMERSON ELECTRIC CO. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except shares and per share amounts; unaudited)

|  | Sept 30, 2012 | June 30, 2013 |
|--|---------------|---------------|
| <b>ASSETS</b>  |               |               |
| Current assets   |               |               |
| Cash and equivalents   | \$2,367       | 2,810         |
| Receivables, less allowances of \$109 and \$97, respectively   | 4,983         | 4,725         |
| Inventories  | 2,125         | 2,304         |
| Other current assets   | 651           | 667           |
| Total current assets   | 10,126        | 10,506        |
| Property, plant and equipment, net   | 3,509         | 3,475         |
| Other assets   |               |               |
| Goodwill   | 8,026         | 7,514         |
| Other intangible assets  | 1,838         | 1,698         |
| Other  | 319           | 320           |
| Total other assets   | 10,183        | 9,532         |
| Total assets   | \$23,818      | 23,513        |
| <b>LIABILITIES AND EQUITY</b>  |               |               |
| Current liabilities  |               |               |
| Short-term borrowings and current maturities of long-term debt   | \$1,506       | 1,486         |
| Accounts payable   | 2,767         | 2,614         |
| Accrued expenses   | 2,732         | 2,783         |
| Income taxes   | 128           | 67            |
| Total current liabilities  | 7,133         | 6,950         |
| Long-term debt   | 3,787         | 4,059         |
| Other liabilities  | 2,456         | 2,240         |
| Equity   |               |               |
| Preferred stock, \$2.50 par value per share;<br>Authorized, 5,400,000 shares; issued, none   | —             | —             |
| Common stock, \$0.50 par value per share;<br>Authorized, 1,200,000,000 shares; issued, 953,354,012 shares;<br>outstanding, 724,113,291 shares and 715,829,171 shares, respectively | 477           | 477           |
| Additional paid-in capital   | 324           | 344           |
| Retained earnings  | 18,107        | 18,428        |
| Accumulated other comprehensive income (loss)  | (731)         | (745)         |
| Cost of common stock in treasury, 229,240,721 shares and 237,524,841 shares,<br>respectively   | (7,882)       | (8,388)       |
| Common stockholders' equity  | 10,295        | 10,116        |
| Noncontrolling interests in subsidiaries   | 147           | 148           |
| Total equity   | 10,442        | 10,264        |
| Total liabilities and equity   | \$23,818      | 23,513        |

See accompanying Notes to Consolidated Financial Statements.



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EMERSON ELECTRIC CO. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
NINE MONTHS ENDED JUNE 30, 2012 AND 2013  
(Dollars in millions; unaudited)

|   | Nine Months Ended |          |
|---|-------------------|----------|
|   | June 30,          |          |
|   | 2012              | 2013     |
| Operating activities  |                   |          |
| Net earnings  | \$1,724           | 1,258    |
| Adjustments to reconcile net earnings to net cash provided by operating activities: |                   |          |
| Depreciation and amortization   | 617               | 612      |
| Changes in operating working capital  | (616              | ) (316   |
| Pension funding   | (122              | ) (109   |
| Goodwill impairment, net of tax   | —                 | 475      |
| Other, net  | 139               | 226      |
| Net cash provided by operating activities   | 1,742             | 2,146    |
| Investing activities  |                   |          |
| Capital expenditures  | (428              | ) (380   |
| Purchases of businesses, net of cash and equivalents acquired                       | (178              | ) (20    |
| Other, net  | (40               | ) (73    |
| Net cash used in investing activities   | (646              | ) (473   |
| Financing activities  |                   |          |
| Net increase in short-term borrowings   | 902               | 273      |
| Proceeds from long-term debt  | 4                 | 499      |
| Principal payments on long-term debt  | (259              | ) (521   |
| Dividends paid  | (881              | ) (888   |
| Purchases of treasury stock   | (527              | ) (573   |
| Other, net  | (37               | ) 12     |
| Net cash used in financing activities   | (798              | ) (1,198 |
| Effect of exchange rate changes on cash and equivalents                             | (58               | ) (32    |
| Increase in cash and equivalents  | 240               | 443      |
| Beginning cash and equivalents  | 2,052             | 2,367    |
| Ending cash and equivalents   | \$2,292           | 2,810    |
| Changes in operating working capital  |                   |          |
| Receivables   | \$(179            | ) 204    |
| Inventories   | (304              | ) (196   |
| Other current assets  | (74               | ) (30    |
| Accounts payable  | 8                 | (120     |
| Accrued expenses  | (84               | ) (103   |
| Income taxes  | 17                | (71      |
| Total changes in operating working capital  | \$(616            | ) (316   |

See accompanying Notes to Consolidated Financial Statements.



## Notes to Consolidated Financial Statements

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments necessary for a fair presentation of operating results for the interim periods presented. Adjustments consist of normal and recurring accruals. The consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all disclosures required for annual financial statements presented in conformity with U.S. generally accepted accounting principles (GAAP). For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2012.

Effective October 1, 2012, the Company adopted updates to ASC 220, Comprehensive Income, and now presents comprehensive income as a separate financial statement immediately following the statement of earnings. This update does not change the items reported in other comprehensive income or when those items should be reclassified into earnings. Effective first quarter 2014, additional disclosures will be required for the Statement of Comprehensive Income, including presenting reclassifications out of accumulated other comprehensive income by income statement line items.

2. Reconciliations of weighted average shares for basic and diluted earnings per common share follow (in millions).  
 2. Earnings allocated to participating securities were inconsequential.

|                            | Three Months Ended June 30, |       | Nine Months Ended June 30, |       |
|----------------------------|-----------------------------|-------|----------------------------|-------|
|                            | 2012                        | 2013  | 2012                       | 2013  |
| Basic shares outstanding   | 730.4                       | 716.9 | 732.5                      | 719.9 |
| Dilutive shares            | 3.9                         | 5.3   | 4.0                        | 4.9   |
| Diluted shares outstanding | 734.3                       | 722.2 | 736.5                      | 724.8 |

## 3. Other Financial Information (in millions):

|  | Sept 30, 2012 | June 30, 2013 |
|--|---------------|---------------|
| Inventories                            |               |               |
| Finished products                      | \$747         | 835           |
| Raw materials and work in process      | 1,378         | 1,469         |
| Total                                  | \$2,125       | 2,304         |
| Property, plant and equipment, net     |               |               |
| Property, plant and equipment, at cost | \$8,934       | 9,117         |
| Less: Accumulated depreciation         | 5,425         | 5,642         |
| Total                                  | \$3,509       | 3,475         |
| Goodwill by business segment           |               |               |
| Process Management                     | \$2,379       | 2,370         |
| Industrial Automation                  | 1,338         | 1,336         |
| Network Power                          | 3,367         | 2,869         |
| Climate Technologies                   | 501           | 501           |
| Commercial & Residential Solutions     | 441           | 438           |
| Total                                  | \$8,026       | 7,514         |

The change in goodwill since September 30, 2012 is essentially due to an impairment charge of \$503 million in the third quarter related to the embedded computing and power business in the Network Power segment. See Note 10 for additional information. The company performs its annual goodwill impairment review in the fourth quarter. As

discussed in the 2012 annual report, the estimated fair values of certain businesses in the Network Power segment exceeded their carrying values by approximately 10 percent, and will be included in this year's review.

## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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|   | Sept 30, 2012 | June 30, 2013 |
|---|---------------|---------------|
| Accrued expenses include the following:         |               |               |
| Employee compensation                           | \$642         | 622           |
| Customer advanced payments                      | \$380         | 429           |
| Product warranty                                | \$187         | 181           |
| Other liabilities                               |               |               |
| Pension plans                                   | \$818         | 645           |
| Deferred income taxes                           | 592           | 591           |
| Postretirement plans, excluding current portion | 337           | 333           |
| Other   | 709           | 671           |
| Total   | \$2,456       | 2,240         |

4. Following is a discussion regarding the Company's use of financial instruments:

Hedging Activities – As of June 30, 2013, the notional amount of foreign currency hedge positions was approximately \$1.5 billion while commodity hedge contracts totaled approximately 68 million pounds (\$198 million) of copper and aluminum. All derivatives receiving deferral accounting are cash flow hedges. The majority of hedging gains and losses deferred as of June 30, 2013 are expected to be recognized over the next 12 months as the underlying forecasted transactions occur. Gains and losses on foreign currency derivatives reported in other deductions, net reflect hedges of balance sheet exposures that do not receive deferral accounting. The following amounts are included in earnings and other comprehensive income (OCI) for the three and nine months ended June 30, 2013 and 2012 (in millions):

|                  | Location              | Gain (Loss) to Earnings |      |             |       | Gain (Loss) to OCI |       |             |       |
|------------------|-----------------------|-------------------------|------|-------------|-------|--------------------|-------|-------------|-------|
|                  |                       | 3rd Quarter             |      | Nine Months |       | 3rd Quarter        |       | Nine Months |       |
|                  |                       | 2012                    | 2013 | 2012        | 2013  | 2012               | 2013  | 2012        | 2013  |
| Commodity        | Cost of sales         | \$(9 )                  | (6 ) | (31 )       | (10 ) | (21 )              | (18 ) | 29          | (34 ) |
| Foreign currency | Sales, cost of sales  | (1 )                    | 8    | 3           | 19    | (13 )              | (23 ) | 28          | (8 )  |
| Foreign currency | Other deductions, net | 17                      | (8 ) | 32          | (8 )  |                    |       |             |       |
| Total            |                       | \$7                     | (6 ) | 4           | 1     | (34 )              | (41 ) | 57          | (42 ) |

Regardless of whether derivatives receive deferral accounting, the Company expects hedging gains or losses to be essentially offset by losses or gains on the related underlying exposures. The amounts ultimately recognized will differ from those presented above for open positions, which remain subject to ongoing market price fluctuations until settlement. Derivatives receiving deferral accounting are highly effective and no amounts were excluded from the assessment of hedge effectiveness. Hedge ineffectiveness was immaterial for the three and nine months ended June 30, 2013 and 2012.

Fair Value Measurements – Valuations for all derivatives and the Company's long-term debt fall within Level 2 of the GAAP valuation hierarchy. At June 30, 2013, the fair value of commodity contracts and foreign currency contracts were reported in other current assets and accrued expenses. There was no collateral posted with counterparties as of June 30, 2013. The maximum collateral that could have been required was \$29 million. As of June 30, 2013, the fair value of long-term debt was \$4,769 million which exceeded the carrying value by \$443 million. Valuations of derivative contract positions are summarized below (in millions):

|                  | September 30, 2012 |             | June 30, 2013 |             |
|------------------|--------------------|-------------|---------------|-------------|
|                  | Assets             | Liabilities | Assets        | Liabilities |
| Foreign Currency | \$31               | 8           | 13            | 16          |
| Commodity        | \$9                | 7           | —             | 23          |



## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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5. The change in equity for the first nine months of 2013 is shown below (in millions):

|  | Common<br>Stockholders'<br>Equity | Noncontrolling<br>Interests in<br>Subsidiaries | Total Equity |
|--|-----------------------------------|--|--------------|
| September 30, 2012                     | \$10,295                          | 147  | 10,442       |
| Net earnings                           | 1,209                             | 49   | 1,258        |
| Other comprehensive income (loss)      | (14                               | ) (6   | ) (20        |
| Cash dividends                         | (888                              | ) (42  | ) (930       |
| Net treasury stock purchases and other | (486                              | ) —  | (486         |
| June 30, 2013                          | \$10,116                          | 148  | 10,264       |

6. Total periodic pension and postretirement expense is summarized below (in millions):

|                                | Three Months Ended June 30, |       | Nine Months Ended June 30, |        |
|--------------------------------|-----------------------------|-------|----------------------------|--------|
|                                | 2012                        | 2013  | 2012                       | 2013   |
| Service cost                   | \$22                        | 26    | 64                         | 79     |
| Interest cost                  | 60                          | 56    | 179                        | 169    |
| Expected return on plan assets | (80                         | ) (83 | ) (239                     | ) (249 |
| Net amortization               | 43                          | 58    | 129                        | 174    |
| Total                          | \$45                        | 57    | 133                        | 173    |

Higher expense primarily reflects a lower discount rate in 2013 compared to 2012.

7. Other deductions, net are summarized below (in millions):

|                               | Three Months Ended June 30, |      | Nine Months Ended June 30, |      |
|-------------------------------|-----------------------------|------|----------------------------|------|
|                               | 2012                        | 2013 | 2012                       | 2013 |
| Amortization of intangibles   | \$67                        | 53   | 182                        | 166  |
| Rationalization of operations | 35                          | 33   | 89                         | 65   |
| Other                         | 25                          | 21   | 58                         | 22   |
| Gains, net                    | (43                         | ) —  | (50                        | ) (1 |
| Total                         | \$84                        | 107  | 279                        | 252  |

The significant decrease in Gains, net for both periods is due to the receipt of dumping duties collected by U.S. Customs and distributed in the prior year totaling \$37 million in the third quarter, and \$43 million year-to-date. The year-to-date change in Other reflects lower foreign currency transaction losses in the current year.

Rationalization of operations expense reflects costs associated with the Company's efforts to continually improve operational efficiency and deploy assets globally in order to remain competitive on a worldwide basis. Details of the change in the liability for rationalization during the nine months ended June 30, 2013 follow (in millions):

|  | Sept 30, 2012 | Expense | Paid/Utilized | Jun 30, 2013 |
|--|---------------|---------|---------------|--------------|
| Severance and benefits                   | \$23          | 38      | 30            | 31           |
| Lease and other contract terminations    | 5             | 2       | 3             | 4            |
| Fixed asset write-downs                  | —             | 1       | 1             | —            |
| Vacant facility and other shutdown costs | 3             | 5       | 6             | 2            |
| Start-up and moving costs                | 1             | 19      | 19            | 1            |
| Total                                    | \$32          | 65      | 59            | 38           |





## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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Rationalization of operations expense by segment is provided below (in millions):

|                                    | Three Months Ended June 30, |      | Nine Months Ended June 30, |      |
|------------------------------------|-----------------------------|------|----------------------------|------|
|                                    | 2012                        | 2013 | 2012                       | 2013 |
| Process Management                 | \$4                         | 4    | 13                         | 11   |
| Industrial Automation              | 13                          | 14   | 21                         | 24   |
| Network Power                      | 14                          | 12   | 40                         | 21   |
| Climate Technologies               | 2                           | —    | 8                          | 2    |
| Commercial & Residential Solutions | 2                           | 3    | 7                          | 7    |
| Total                              | \$35                        | 33   | 89                         | 65   |

The Company expects to incur full year 2013 rationalization expense of approximately \$80 million to \$85 million. This includes the \$65 million incurred to date, as well as costs to complete actions initiated before the end of the third quarter and actions anticipated to be approved and initiated during the remainder of the year. Severance and benefits costs are associated with forcecount reduction, mainly for Industrial Automation and Network Power in most geographic areas. Start-up and moving costs to redeploy assets to best cost locations and expand geographically to directly serve local markets were incurred in all segments.

9. Summarized information about the Company's results of operations by business segment follows (in millions):

|                                    | Three Months Ended June 30, |        |          |        | Nine Months Ended June 30, |        |          |        |   |
|------------------------------------|-----------------------------|--------|----------|--------|----------------------------|--------|----------|--------|---|
|                                    | Sales                       |        | Earnings |        | Sales                      |        | Earnings |        |   |
|                                    | 2012                        | 2013   | 2012     | 2013   | 2012                       | 2013   | 2012     | 2013   |   |
| Process Management                 | \$2,122                     | 2,182  | 490      | 470    | 5,518                      | 6,098  | 1,021    | 1,206  |   |
| Industrial Automation              | 1,378                       | 1,277  | 259      | 206    | 3,891                      | 3,627  | 644      | 556    |   |
| Network Power                      | 1,588                       | 1,506  | 163      | 122    | 4,632                      | 4,446  | 419      | 338    |   |
| Climate Technologies               | 1,146                       | 1,119  | 232      | 235    | 2,805                      | 2,859  | 490      | 511    |   |
| Commercial & Residential Solutions | 481                         | 472    | 98       | 96     | 1,413                      | 1,382  | 295      | 291    |   |
|                                    | 6,715                       | 6,556  | 1,242    | 1,129  | 18,259                     | 18,412 | 2,869    | 2,902  |   |
| Differences in accounting methods  |                             |        | 59       | 56     |                            |        | 163      | 160    |   |
| Corporate and other                |                             |        | (95      | ) (623 | )                          |        | (343     | ) (885 | ) |
| Eliminations/Interest              | (231                        | ) (212 | ) (51    | ) (51  | ) (547                     | ) (555 | ) (167   | ) (162 | ) |
| Total                              | \$6,484                     | 6,344  | 1,155    | 511    | 17,712                     | 17,857 | 2,522    | 2,015  |   |

Industrial Automation intersegment sales for the third quarters ended June 30, 2013 and 2012 were \$190 million and \$206 million, respectively, and year-to-date, \$488 million and \$479 million. The increase in corporate and other for both the third quarter and year-to-date reflects a noncash pretax goodwill impairment charge of \$503 million (\$475 million after-tax, or \$0.65 per share), and higher incentive stock compensation expense, primarily due to the overlap of two performance shares plans.

10. In the fourth quarter of 2012, the Company recognized an impairment charge of \$450 million in the embedded computing and power business, which reported full year 2012 sales of \$1.4 billion, due to protracted weak demand, structural industry developments and increased competition. These challenges, including weakness in telecommunication and mobile device markets, continued into 2013 and results have been below expectations. Management considered strategic alternatives for this business, initiated a sales process and received nonbinding indications of interest in the third quarter. On July 31, 2013 the Company entered into an agreement to sell a 51 percent controlling interest in this business. Emerson will receive approximately \$300 million in cash from the acquiror and through borrowing by the new entity, and will retain a noncontrolling interest. The transaction is expected to close in three to six months, subject to regulatory approvals. Sales and earnings of the embedded computing and power business will continue to be reported in Emerson's consolidated results until the transaction closes. On completion, the Company will account for its remaining noncontrolling interest on the equity basis. Proceeds from the transaction and repatriation of cash from this business will be used to repurchase an additional \$600 million of Emerson shares, which is incremental to the current annual run rate of \$800 million to \$900 million.

In the third quarter, the Company recorded a noncash goodwill impairment charge in the embedded computing and power business of \$503 million (\$475 million after-tax, \$0.65 per share), and a net income tax charge of \$33 million (\$0.05 per share) primarily related to the anticipated repatriation of non-U.S. earnings from this business, partially offset by other tax versus book differences. As of June 30, fair value was determined based on anticipated cash proceeds and the estimated value of the retained interest using a level three market approach (option pricing model), and will be finalized when the transaction closes. Embedded computing and power had working capital of \$162 million, property, plant and equipment of \$88 million and goodwill and other assets, net of \$82 million.

Items 2 and 3.

#### Management's Discussion and Analysis of Financial Condition and Results of Operations

##### OVERVIEW

Third quarter sales were \$6.3 billion, down 2 percent, reflecting an overall sluggish business environment as global macroeconomic trends remain challenging. Low levels of investment continue to reflect a cautious business climate, particularly in the U.S., Europe and Asia. Modest growth in emerging markets was more than offset by weaker demand in mature economies. Latin America and Middle East/Africa reported strong growth. Sales growth was approximately flat excluding the impact of recovery from the Thailand flood supply chain disruption in the prior year. Net earnings common stockholders of \$194 million and net earnings per share of \$0.27 reflect impairment and income tax charges related to the embedded computing and power business totaling \$508 million, or \$0.70 per share, and compare to \$770 million and \$1.04 in the prior year. Excluding the charges, third quarter 2013 net earnings and net earnings per share were \$702 million and \$0.97.

Process Management sales increased on continuing demand in global energy and chemical end markets. Growth was adversely affected by strong prior year comparisons due to the recovery of shipments from the supply chain disruption. Strong demand in U.S. residential end markets supported underlying sales growth in Commercial & Residential Solutions. Sales for Climate Technologies decreased modestly due to softness in most businesses. Industrial Automation sales and earnings decreased on weakness in industrial goods end markets, particularly in Europe. Network Power sales decreased due to a sharp decline in embedded computing and power and softness in the network power systems business.



## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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## RESULTS OF OPERATIONS

Following is an analysis of the Company's operating results for the third quarter ended June 30, 2013, compared with the third quarter ended June 30, 2012.

| Three Months Ended June 30<br>(dollars in millions, except per share amounts) | 2012    | 2013   | Change |    |
|---|---------|--------|--------|----|
| Net sales   | \$6,484 | 6,344  | (2     | )% |
| Gross profit  | \$2,628 | 2,568  | (2     | )% |
| Percent of sales  | 40.5    | % 40.5 | %      |    |
| SG&A  | \$1,338 | 1,396  |        |    |
| Percent of sales  | 20.6    | % 22.0 | %      |    |
| Goodwill impairment   | —       | 503    |        |    |
| Other deductions, net   | \$84    | 107    |        |    |
| Interest expense, net   | \$51    | 51     |        |    |
| Earnings before income taxes  | \$1,155 | 511    | (56    | )% |
| Percent of sales  | 17.8    | % 8.1  | %      |    |
| Net earnings common stockholders  | \$770   | 194    | (75    | )% |
| Percent of sales  | 11.9    | % 3.0  | %      |    |
| Diluted EPS – Net earnings  | \$1.04  | 0.27   | (74    | )% |

Net sales for the third quarter of 2013 were \$6,344 million, a decrease of \$140 million or 2 percent, compared with \$6,484 million in 2012. Underlying sales decreased 1 percent (\$97 million) from volume declines and exclude the negative impact from divestitures of 1 percent or \$27 million, and foreign currency translation, which had a negligible unfavorable impact (\$16 million). Sales decreased 3 percent in the U.S. and were flat internationally. Sales decreases of 6 percent in Europe and 3 percent in Asia offset increases of 18 percent in Middle East/Africa, 8 percent in Latin America and 4 percent in Canada. Sales decreased in Industrial Automation, Network Power and Climate Technologies, which were down \$101 million, \$82 million and \$27 million, respectively. Sales for Commercial & Residential Solutions decreased \$9 million due to the prior year Knaack divestiture, while sales increased \$60 million for Process Management.

Cost of sales in 2013 were \$3,776 million, a reduction of \$80 million versus \$3,856 million in 2012 due to lower volume. Gross margin of 40.5 percent in 2013 was flat versus 2012 primarily due to savings from cost reduction actions and net favorable materials cost, offset by unfavorable product mix, deleverage in Industrial Automation and Network Power, and increased pension expense.

Selling, general and administrative (SG&A) expenses of \$1,396 million increased \$58 million compared with prior year. SG&A as a percent of sales was 22.0 percent in 2013, a 1.4 percentage point increase versus 2012. The higher SG&A expense primarily reflects an increase in incentive stock compensation of \$30 million from the overlap of two performance shares plans, and higher other costs. SG&A as a percent of sales increased due to these factors, as well as deleverage on volume declines in Network Power and Industrial Automation.

On July 31, 2013, the Company entered into an agreement to sell a controlling interest in its embedded computing and power business and recorded a noncash pretax impairment charge of \$503 million in the third quarter. See Note 10 for additional information.

Other deductions, net were \$107 million in 2013, an increase of \$23 million primarily due to a gain of \$37 million in 2012 from the receipt of dumping duties collected by U.S. Customs and higher foreign currency transaction losses in

the current year, slightly offset by lower rationalization expense. See Notes 7 and 8 for details regarding other deductions, net, and rationalization.

Pretax earnings of \$511 million decreased \$644 million, or 56 percent. The decrease was primarily due to the pretax goodwill impairment charge of \$503 million, which reduced pretax earnings 44 percent, plus decreases of \$53 million in Industrial Automation, \$41 million in Network Power and \$20 million in Process Management.

## EMERSON ELECTRIC CO. AND SUBSIDIARIES

## FORM 10-Q

Income taxes were \$297 million for 2013 and \$368 million for 2012, resulting in effective tax rates of 58 percent and 32 percent, respectively. The higher effective tax rate for the third quarter of 2013 is the result of an unfavorable 23 percentage point impact from the goodwill impairment charge (as only a small portion of the goodwill is tax deductible) and a net tax charge of \$33 million (6 percentage point impact) related to the anticipated repatriation of non-U.S. earnings from this business and the impact of other tax versus book basis differences. The closure of tax examinations had a favorable impact on the rate.

Net earnings common stockholders in 2013 were \$194 million, down 75 percent, while net earnings per share were \$0.27, down 74 percent. Excluding charges, net earnings were \$702 million, down 9 percent, and earnings per share were \$0.97, down 7 percent. Charges totaling \$508 million after-tax, \$0.70 per share, reduced net earnings and earnings per share by 66 percent and 67 percent, respectively.

**BUSINESS SEGMENTS**

Following is an analysis of operating results for the Company's business segments for the third quarter ended June 30, 2013, compared with the third quarter ended June 30, 2012. The Company defines segment earnings as earnings before interest and taxes.

**Process Management**

| Three Months Ended June 30<br>(dollars in millions) | 2012    | 2013   | Change |    |
|---|---------|--------|--------|----|
| Sales   | \$2,122 | 2,182  | 3      | %  |
| Earnings  | \$490   | 470    | (4)    | )% |
| Margin  | 23.1    | % 21.5 | %      |    |

Process Management sales increased \$60 million, led by moderate growth in the final control and systems and solutions businesses. Sales in the measurement and control businesses were flat. Comparisons were adversely affected by approximately 7 percent due to higher sales in the prior year resulting from the recovery of shipments delayed by Thailand flooding. Demand continued in global oil and gas and chemical end markets. Underlying sales grew 3 percent, and foreign currency translation had a negligible (\$7 million) unfavorable impact. Growth was strong internationally, with Asia up 8 percent, Middle East/Africa up 24 percent, Latin America up 17 percent and Canada up 7 percent. Sales were down 6 percent in the U.S. and flat in Europe. Earnings decreased \$20 million and margin contracted 160 basis points due to exceptional operating leverage in the prior year from recovery of delayed shipments, partially offset by savings from cost reduction actions. Difficult sales and earnings comparisons due to prior year flooding recovery will continue in the fourth quarter.

**Industrial Automation**

| Three Months Ended June 30<br>(dollars in millions) | 2012    | 2013   | Change |    |
|---|---------|--------|--------|----|
| Sales   | \$1,378 | 1,277  | (7)    | )% |
| Earnings  | \$259   | 206    | (20)   | )% |
| Margin  | 18.8    | % 16.1 | %      |    |

Industrial Automation sales decreased \$101 million on declines in most businesses, reflecting weakness in industrial goods end markets, particularly in Europe. The decrease was most pronounced in power generating alternators and industrial motors, hermetic motors, and materials joining equipment. Strength in fluid automation slightly offset the decline. Channel inventory destocking in power generating alternators appears to be slowing. Reported and underlying sales were both down 7 percent on lower volume. Underlying sales decreased 13 percent in Europe, 6 percent in the U.S., 4 percent in Latin America and 2 percent in Middle East/Africa. Sales in Asia were flat, however China was up 2 percent. Sales in Canada were up 14 percent. Earnings decreased \$53 million and margin declined 270 basis points reflecting lower volume and related deleverage, and unfavorable comparisons due to a \$37 million gain in 2012 from

dumping duties (see Note 7). The decrease was partially offset by savings from cost reduction actions and net materials cost containment. Margin was effectively flat excluding the dumping duties gain.

## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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## Network Power

Three Months Ended June 30  
(dollars in millions)

|          | 2012    | 2013  | Change |    |
|----------|---------|-------|--------|----|
| Sales    | \$1,588 | 1,506 | (5     | )% |
| Earnings | \$163   | 122   | (25    | )% |
| Margin   | 10.3    | % 8.1 | %      |    |

Sales for Network Power decreased \$82 million, reflecting persistent softness in global telecommunications and information technology end markets. The sales decrease included 3 percent lower volume and an estimated 2 percent from lower pricing. The decrease was primarily due to a sharp decline in embedded computing and power, resulting from product line rationalization and lower end market demand. The network power systems business was down slightly, with decreases in the telecommunications-related power and infrastructure management businesses, partially offset by modest growth in uninterruptible power supplies and slight growth in inbound power. The precision cooling business was flat. Underlying sales were down 5 percent overall, and down 13 percent in Asia, 1 percent in the U.S., 4 percent in Europe and 5 percent in Canada, partially offset by 19 percent growth in Middle East/Africa and 6 percent growth in Latin America. Earnings decreased \$41 million and margin contracted 220 basis points on the lower sales, deleverage and higher other costs primarily in the network power systems business, partially offset by savings from cost reduction actions and materials cost containment.

## Climate Technologies

Three Months Ended June 30  
(dollars in millions)

|          | 2012    | 2013   | Change |    |
|----------|---------|--------|--------|----|
| Sales    | \$1,146 | 1,119  | (2     | )% |
| Earnings | \$232   | 235    | 1      | %  |
| Margin   | 20.2    | % 21.0 | %      |    |

Climate Technologies sales decreased \$27 million on softness in most businesses. Global air conditioning sales decreased slightly due to mild temperatures. Refrigeration sales also declined slightly. Flow controls and retail solutions experienced strong declines. Overall, underlying sales decreased 2 percent on lower volume, with sales decreasing 3 percent in the U.S., 5 percent in Europe, 2 percent in Asia and 13 percent in Canada. Sales increased 21 percent in Middle East/Africa and 3 percent in Latin America. Earnings increased \$3 million and margin increased 80 basis points on savings from cost reduction actions and materials cost containment. Product mix was unfavorable.

## Commercial &amp; Residential Solutions

Three Months Ended June 30  
(dollars in millions)

|          | 2012  | 2013   | Change |    |
|----------|-------|--------|--------|----|
| Sales    | \$481 | 472    | (2     | )% |
| Earnings | \$98  | 96     | (2     | )% |
| Margin   | 20.4  | % 20.4 | %      |    |

Sales for Commercial & Residential Solutions decreased 2 percent (\$9 million), reflecting a negative 6 percent (\$27 million) impact from the prior year Knaack divestiture and underlying sales growth of 4 percent (\$18 million) on volume increases. Sales growth was led by strength in food waste disposers and moderate growth in the tools businesses. The storage businesses were flat. Underlying sales increased 6 percent in the U.S. and decreased 1 percent internationally. Earnings declined \$2 million as benefits from higher volume and cost containment actions were more than offset by the comparative effect of \$4 million of Knaack earnings in the prior year. Margin was flat.





## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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## RESULTS OF OPERATIONS

Following is an analysis of the Company's operating results for the nine months ended June 30, 2013, compared with the nine months ended June 30, 2012.

| Nine Months Ended June 30<br>(dollars in millions, except per share amounts) | 2012     | 2013   | Change |    |
|--|----------|--------|--------|----|
| Net sales  | \$17,712 | 17,857 | 1      | %  |
| Gross profit   | \$7,019  | 7,148  | 2      | %  |
| Percent of sales   | 39.6     | % 40.0 | %      |    |
| SG&A   | \$4,051  | 4,216  |        |    |
| Percent of sales   | 22.8     | % 23.6 | %      |    |
| Goodwill impairment  | —        | 503    |        |    |
| Other deductions, net  | \$279    | 252    |        |    |
| Interest expense, net  | \$167    | 162    |        |    |
| Earnings before income taxes   | \$2,522  | 2,015  | (20)   | )% |
| Percent of sales   | 14.2     | % 11.3 | %      |    |
| Net earnings common stockholders   | \$1,686  | 1,209  | (28)   | )% |
| Percent of sales   | 9.5      | % 6.8  | %      |    |
| Diluted EPS – Net earnings   | \$2.28   | 1.66   | (27)   | )% |

Net sales for the first nine months of 2013 were \$17,857 million, an increase of \$145 million or 1 percent, compared with 2012. Underlying sales increased 2 percent (\$289 million). Foreign currency translation subtracted 0.5 percent (\$68 million) and divestitures had a negative 0.5 percent (\$76 million) impact. Sales increased 1 percent in the U.S. and 2 percent internationally. Asia was up 1 percent, with China flat. Middle East/Africa was up 19 percent, Latin America was up 11 percent and Canada was up 3 percent. Europe was down 4 percent. Segment results were mixed as sales grew \$580 million in Process Management and \$54 million in Climate Technologies, and decreased \$264 million in Industrial Automation, \$186 million in Network Power, and \$31 million in Commercial & Residential Solutions due to the Knaack divestiture.

Cost of sales for 2013 were \$10,709 million, resulting in gross profit of \$7,148 million and gross margin of 40.0 percent. Cost of sales for 2012 were \$10,693 million, resulting in gross profit of \$7,019 million and gross margin of 39.6 percent. The increases in gross profit and margin primarily reflect higher volume, savings from cost reduction actions and materials cost containment. Deleveraging in Industrial Automation and Network Power, product mix and pension and other expenses were unfavorable.

SG&A expenses of \$4,216 million increased \$165 million compared with prior year. SG&A as a percent of sales was 23.6 percent in 2013, a 0.8 percentage point increase versus 22.8 percent in 2012. The increase in SG&A primarily reflects costs associated with higher volume and \$68 million of higher incentive stock compensation from the overlap of two performance shares plans, partially offset by benefits of cost reductions and a \$17 million charge in 2012 related to post-65 supplemental retiree medical benefits. SG&A as a percent of sales increased due to these factors plus unfavorable business mix.

See the Results of Operations for the third quarter and Note 10 for information on the embedded computing and power related charges.

Other deductions, net were \$252 million in 2013, a decrease of \$27 million versus prior year primarily due to a \$24 million reduction in rationalization expense, lower foreign currency transaction losses, and lower amortization of

intangibles, partially offset by a gain of \$43 million in 2012 from the receipt of dumping duties. See Notes 7 and 8 for details regarding other deductions, net and rationalization costs.

## EMERSON ELECTRIC CO. AND SUBSIDIARIES

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Pretax earnings of \$2,015 million decreased \$507 million, or 20 percent. Earnings primarily reflect the pretax goodwill impairment charge of \$503 million, which reduced earnings 20 percent, and decreases of \$88 million in Industrial Automation and \$81 million in Network Power, partially offset by increases of \$185 million in Process Management and \$21 million in Climate Technologies.

Income taxes were \$757 million for 2013 and \$798 million for 2012, resulting in effective tax rates of 38 percent and 32 percent, respectively. The goodwill impairment and net tax charges related to embedded computing and power had an 8 percentage point unfavorable impact.

Net earnings common stockholders in 2013 were \$1,209 million, down 28 percent, while net earnings per share were \$1.66, down 27 percent. Excluding charges, net earnings were \$1,717 million, up 2 percent, and earnings per share were \$2.36, up 4 percent. Charges totaling \$508 million after-tax, \$0.70 per share, reduced net earnings and earnings per share by 30 percent and 31 percent, respectively.

**BUSINESS SEGMENTS**

Following is an analysis of operating results for the Company's business segments for the nine months ended June 30, 2013, compared with the nine months ended June 30, 2012. The Company defines segment earnings as earnings before interest and taxes.

**Process Management**

| Nine Months Ended June 30<br>(dollars in millions) | 2012    | 2013   | Change |   |
|--|---------|--------|--------|---|
| Sales  | \$5,518 | 6,098  | 11     | % |
| Earnings   | \$1,021 | 1,206  | 18     | % |
| Margin   | 18.5    | % 19.8 | %      |   |

Process Management sales increased \$580 million, reflecting continued demand in global oil and gas and chemical end markets. Solid end market demand led to strong growth across the measurement and control, systems and solutions, and final control businesses. Underlying sales increased 11 percent and foreign currency translation had a negligible (\$17 million) unfavorable impact. Underlying sales growth was strong internationally, with Asia up 14 percent, Europe up 6 percent, Middle East/Africa up 31 percent, Latin America up 23 percent and Canada up 12 percent. Sales in the U.S. grew 4 percent. Earnings increased \$185 million and margin expanded 130 basis points, benefiting from the higher volume and strong leverage. The benefit of cost reduction actions was offset by unfavorable mix and higher other costs. Foreign currency transactions were \$33 million favorable compared to the prior year.

**Industrial Automation**

| Nine Months Ended June 30<br>(dollars in millions) | 2012    | 2013   | Change |    |
|--|---------|--------|--------|----|
| Sales  | \$3,891 | 3,627  | (7     | )% |
| Earnings   | \$644   | 556    | (14    | )% |
| Margin   | 16.6    | % 15.3 | %      |    |

Industrial Automation sales decreased \$264 million, as capital goods end markets remained weak, particularly in Europe. Declines in the power generating alternators and industrial motors business and electrical drives were partially offset by modest growth in the hermetic motors business due to HVAC compressor demand. Underlying sales were down 6 percent on lower volume. Foreign currency translation had a negative 1 percent (\$29 million) impact. Europe decreased 12 percent, the U.S. 5 percent, and Asia 3 percent. Sales were up 5 percent in Latin America and flat in Middle East/Africa. Earnings decreased \$88 million and margin decreased 130 basis points on the lower volume, deleverage and a \$43 million gain in 2012 from dumping duties (see Note 7). Savings from cost reduction

actions and materials cost containment partially offset the earnings decline. Excluding the 1.2 percentage point benefit from dumping duties in 2012, margin decreased 10 basis points.

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Network Power

Nine Months Ended June 30  
(dollars in millions)

|          | 2012    | 2013  | Change |    |
|----------|---------|-------|--------|----|
| Sales    | \$4,632 | 4,446 | (4     | )% |
| Earnings | \$419   | 338   | (19    | )% |
| Margin   | 9.0     | % 7.6 | %      |    |

Sales for Network Power decreased \$186 million, reflecting continued softness in global telecommunications and information technology end markets. The sales decrease includes 3 percent from lower volume and 1 percent from price. These results include a sharp decline in embedded computing and power, reflecting product line rationalization and lower end market demand. The network power systems business was down modestly on mixed results. Decreases in the telecommunications-related power and precision cooling businesses were partially offset by strong growth in inbound power. The uninterruptible power supplies business was flat. Underlying sales were down 4 percent overall, and down 1 percent in the U.S., 5 percent in Europe, 8 percent in Asia, and 15 percent in Canada. Sales grew 7 percent in Latin America and 3 percent in Middle East/Africa. Earnings decreased \$81 million and margin contracted 140 basis points on lower sales, deleverage, higher other costs and an \$8 million unfavorable impact from foreign currency transactions. Earnings were favorably impacted by savings from cost reduction actions, materials cost containment and \$19 million lower rationalization expense. The embedded computing and power business had a negative impact of approximately 200 basis points on segment sales growth and 150 basis points on segment margin in 2013 (see Note 10).

Climate Technologies

Nine Months Ended June 30  
(dollars in millions)

|          | 2012    | 2013   | Change |   |
|----------|---------|--------|--------|---|
| Sales    | \$2,805 | 2,859  | 2      | % |
| Earnings | \$490   | 511    | 4      | % |
| Margin   | 17.5    | % 17.9 | %      |   |

Climate Technologies sales increased \$54 million, primarily due to a modest increase in the compressors business. The temperature controls business was down modestly, while temperature sensors were flat. Global air conditioning sales growth was strong, particularly in the U.S. and Asia due to strong demand in the first half of the year. Europe air conditioning was up moderately. Refrigeration sales declined moderately. Underlying sales grew 2 percent on volume increases, including 1 percent in the U.S., 3 percent in Asia, 2 percent in Europe and 25 percent in Middle East/Africa. Sales decreased 2 percent in Latin America. Earnings increased \$21 million on higher volume in the compressors business. Margin increased 40 basis points on savings from cost reduction actions and materials cost containment, partially offset by unfavorable product mix.

Commercial & Residential Solutions

Nine Months Ended June 30  
(dollars in millions)

|          | 2012    | 2013   | Change |    |
|----------|---------|--------|--------|----|
| Sales    | \$1,413 | 1,382  | (2     | )% |
| Earnings | \$295   | 291    | (1     | )% |
| Margin   | 20.9    | % 21.1 | %      |    |

Sales for Commercial & Residential Solutions decreased 2 percent (\$31 million), reflecting a negative 6 percent (\$76 million) impact from the prior year Knaack divestiture. Underlying sales grew 4 percent (\$45 million) on volume

increases. The increase was led by solid growth in food waste disposers and modest growth in the storage businesses. The tools businesses grew slightly. Underlying sales increased 6 percent in the U.S. and decreased 4 percent internationally. Earnings decreased \$4 million, while margin increased 20 basis points. Earnings from higher volume and savings from cost reduction actions were offset by \$9 million of prior year Knaack earnings and other costs.

## FINANCIAL CONDITION

Key elements of the Company's financial condition for the nine months ended June 30, 2013 as compared to the year ended September 30, 2012.

|                               | Sept 30, 2012 | June 30, 2013 |   |
|-------------------------------|---------------|---------------|---|
| Working capital (in millions) | \$2,993       | 3,556         |   |
| Current ratio                 | 1.4 to 1      | 1.5 to 1      |   |
| Total debt-to-total capital   | 34.0          | % 35.4        | % |
| Net debt-to-net capital       | 22.1          | % 21.3        | % |
| Interest coverage ratio       | 13.9X         | 12.6X         |   |

The Company's interest coverage ratio (earnings before income taxes plus interest expense, divided by interest expense) of 12.6X for the first nine months of 2013 compares to 15.0X in the same period last year. The decrease reflects lower earnings due to the noncash charges in the embedded computing and power business which negatively impacted the ratio by 2.9X. See Note 10.

Cash provided by operating activities of \$2,146 million increased \$404 million, or 23 percent, compared with \$1,742 million in the prior year period, primarily due to lower working capital growth. Operating cash flow funded capital expenditures of \$380 million, dividends of \$888 million and treasury stock purchases of \$573 million. Long-term debt payments were \$521 million. For the first nine months of 2013, free cash flow of \$1,766 million (operating cash flow of \$2,146 million less capital expenditures of \$380 million) was up \$452 million from free cash flow of \$1,314 million (operating cash flow of \$1,742 million less capital expenditures of \$428 million) in 2012. Overall, cash and equivalents increased \$443 million during the first nine months of 2013.

During the second quarter of 2013, the Company issued \$500 million of 2.625% notes due February 2023 under an automatic shelf registration statement on file with the Securities and Exchange Commission. The net proceeds from the sale of the notes were used for general corporate purposes and to repay commercial paper borrowings. Emerson maintains a conservative financial structure which provides the strength and flexibility necessary to achieve its strategic objectives. The Company has been able to readily meet all its funding requirements and currently believes that sufficient funds will be available to meet the Company's needs in the foreseeable future through ongoing operations, existing resources, short- and long-term debt capacity or backup credit lines. These resources allow Emerson to reinvest in existing businesses, pursue strategic acquisitions and manage its capital structure on a short- and long-term basis.

## FISCAL 2013 OUTLOOK

Global business investment remains cautious but appears to be improving based on orders activity. Forecasts are for mixed results overall, with solid demand in energy end markets and a resumption of growth in residential air conditioning and refrigeration. End markets for industrial goods appear to be stabilizing but are expected to remain slow in the near term, particularly in Europe. End markets for information technology and telecommunications are expected to improve in the near term, although a large Australian project in the prior year will unfavorably affect fourth quarter comparisons. Modest growth is expected to continue in residential end markets while nonresidential demand improves. Based on the current business environment, reported and underlying sales growth in 2013 are now expected to be approximately 1 percent, with EBIT and pretax margin approximately equal to the prior year (excluding the goodwill impairment impact of 240 basis points in 2012 and 205 basis points in 2013). Earnings per share are expected to trend toward the lower end of the range of \$3.48 to \$3.55 (excluding charges totaling \$0.70 in 2013), or \$2.78 to \$2.85 including charges. The Company is targeting operating cash flow of approximately \$3.4 billion and capital expenditures of approximately \$0.7 billion.

Statements in this report that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments.

These risks and uncertainties include the Company's ability to complete the embedded computing and power transaction, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, among others which are set forth in the "Risk Factors" of Part I, Item 1, and



the "Safe Harbor Statement" of Exhibit 13, to the Company's Annual Report on Form 10-K for the year ended September 30, 2012, which are hereby incorporated by reference.

## Item 4. Controls and Procedures

The Company maintains a system of disclosure controls and procedures designed to ensure that information required to be disclosed in its reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported in a timely manner. This system also is designed to ensure information is accumulated and communicated to management, including the Company's certifying officers, to allow timely decisions regarding required disclosure. Based on an evaluation performed, the certifying officers have concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company and its consolidated subsidiaries to report material information otherwise required to be set forth in the Company's reports.

There was no change in the Company's internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## (c) Issuer Purchases of Equity Securities (shares in 000s).

| Period     | Total Number of<br>Shares<br>Purchased | Average Price<br>Paid Per Share | Total Number of Shares<br>Purchased as Part of<br>Publicly Announced<br>Plans or Programs | Maximum Number of<br>Shares that May Yet<br>Be Purchased Under<br>the Plans or Programs |
|------------|--|---------------------------------|---|---|
| April 2013 | 1,910                                  | \$55.02                         | 1,910   | 7,425   |
| May 2013   | 1,780                                  | \$57.62                         | 1,780   | 75,645  |
| June 2013  | 1,660                                  | \$56.07                         | 1,660   | 73,985  |
| Total      | 5,350                                  | \$56.21                         | 5,350   | 73,985  |

The Company's Board of Directors authorized the repurchase of up to 80 million shares under a May 2008 program. The Board of Directors approved a new program on May 7, 2013 for the repurchase of up to 70 million additional shares.

Item 6. Exhibits

(a) Exhibits (Listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K).

3.1 Bylaws of Emerson Electric Co., as amended through April 2, 2013, incorporated by reference to the Company's Form 8-K dated April 2, 2013, filed on April 8, 2013, Exhibit 3.1.

12 Ratio of Earnings to Fixed Charges.

31 Certifications pursuant to Exchange Act Rule 13a-14(a).

32 Certifications pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350.

101 Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Earnings for the three and nine months ended June 30, 2012 and 2013, (ii) Consolidated Statements of Comprehensive Income for the three and nine months ended June 30, 2012 and 2013, (iii) Consolidated Balance Sheets at September 30, 2012 and June 30, 2013, (iv) Consolidated Statements of Cash Flows for the nine months ended June 30, 2012 and 2013, and (v) Notes to Consolidated Financial Statements for the three and nine months ended June 30, 2013.

EMERSON ELECTRIC CO. AND SUBSIDIARIES

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMERSON ELECTRIC CO.

Date: August 7, 2013      By /s/ Frank J. Dellaquila  
Frank J. Dellaquila  
Executive Vice President and Chief Financial Officer  
(on behalf of the registrant and as Chief Financial Officer)

INDEX TO EXHIBITS

Exhibit No. Exhibit

- 12            Ratio of Earnings to Fixed Charges.
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