

EMERSON ELECTRIC CO

Form 4

December 20, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEEVES FRANK L

(Last) (First) (Middle)

C/O EMERSON ELECTRIC
CO., 8000 W. FLORISSANT AVE.

(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)

12/18/2013

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)
Exec. VP, Secy & Gen. Counsel

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	12/03/2013		G ⁽¹⁾	V	1,000 ⁽¹⁾	D	⁽³⁾	115,725	D
Common Stock	12/13/2013		G ⁽²⁾	V	1,000 ⁽²⁾	D	⁽³⁾	114,725	D
Common Stock	12/18/2013		S		3,000	D	\$ 67	111,725	D
Common Stock	12/19/2013		M ⁽⁴⁾		1,875 ⁽⁴⁾	A	\$ 53.31	113,600	D
Common Stock	12/19/2013		M ⁽⁴⁾		6,990 ⁽⁴⁾	A	\$ 42.91	120,590	D

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Common Stock	1,030.462	I	401(k) plan
Common Stock	3,125.419	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 53.31	12/19/2013		M ⁽⁴⁾	1,875 ₍₄₎	10/04/2011 ⁽⁵⁾	10/04/2020	Common Stock	1,875
Employee Stock Option (Right to Buy)	\$ 42.91	12/19/2013		M ⁽⁴⁾	6,990 ₍₄₎	04/03/2008 ⁽⁵⁾	04/03/2017	Common Stock	6,990

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STEEVES FRANK L C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136	Exec. VP, Secy & Gen. Counsel

Signatures

/s/ John G. Shively, Attorney-in-Fact for Frank L.
Steeves

12/20/2013

__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 of 1,000 shares to Reporting Person's daughter.

(2) Bona fide gift by the Reporting Person of 1,000 shares to the Emerson Directors' and Officers' Charitable Trust.

(3) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

(4) Exercise of incentive stock options exempt under Rule 16b-3.

When taken together with any previously exercised options and the unexercised options reported in this Form 4 having the same grant
(5) date, exercise price and expiration date, all such options together vested in three equal annual installments beginning on the date indicated.

(6) Price is not applicable to stock options received as incentive compensation.

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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