

Train Michael H.
Form 4
October 03, 2017

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

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)
Exec. Pres. Auto. Sols.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

ST. LOUIS, MO 63136

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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⁾	(A) or (D) A	15,480 (1) 134,514	D	
Common Stock	09/30/2017		F ⁽³⁾	(A) or (D) D	\$ 62.805 (4) 129,312	D	
Common Stock	10/01/2017		F ⁽⁵⁾	(A) or (D) D	\$ 62.985 (6) 124,491	D	
Common Stock					564.028	I	Profit Sharing

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Common Stock	9,568.169	I	Plan 401(k) Plan
Common Stock	418.174	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)		8. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(7)</u>	09/30/2017		M <u>(1)</u>		15,480	<u>(1)</u>	<u>(1)</u>		Common Stock	15,480

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Train Michael H. C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136	Exec. Pres. Auto. Sols.

Signatures

/s/ John G. Shively, Attorney-in-Fact for Michael H.
Train

10/03/2017

 **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).

- 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)
 - (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.

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