

DELLAQUILA FRANK J

Form 4

February 14, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DELLAQUILA FRANK J

(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)

02/12/2013

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 ____ Other (specify
below) below)

Exec. VP & CFO

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)
Common Stock	02/12/2013		M ⁽¹⁾	V Amount (1) 10,000 (A) or (D) A Price \$ 31.6275	61,694	D	
Common Stock	02/12/2013		F ⁽²⁾	(2) 5,452 D \$ 58.005	56,242	D	
Common Stock	02/12/2013		F ⁽³⁾	(3) 92 D \$ 58.005	56,150	D	
Common Stock					8,617	I	Spouse
Common Stock					1,845	I	Trust-Son

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Common Stock	56,486	I	FJD 2012 Gift Trust ⁽⁵⁾
Common Stock	75,315	I	SRD 2012 Gift Trust ⁽⁶⁾
Common Stock	967.327	I	401(k) plan
Common Stock	2,634.397	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.6275	02/12/2013		M ⁽¹⁾		10,000 ⁽¹⁾		10/05/2005 ⁽⁴⁾	10/05/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELLAQUILA FRANK J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec. VP & CFO	

Signatures

/s/ John G. Shively, Attorney-in-Fact for Frank J.
Dellaquila

02/14/2013

__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) Exercise of 9,480 incentive stock options and 520 non-qualified stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities.
- (3) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (4) The options vested in three equal annual installments beginning on the date indicated.
- (5) Grantor trust for the Reporting Person with the Reporting Person's spouse and descendants as its beneficiaries. The Reporting Person is the trustee of The FJD 2012 Gift Trust.
- (6) Grantor trust for the Reporting Person's spouse with the Reporting Person's descendants as its beneficiaries. The Reporting Person and the Reporting Person's spouse are co-trustees of The SRD 2012 Gift Trust.
- (7) 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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