

EMERSON ELECTRIC CO

Form 4

February 13, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Purvis Edgar M Jr

(Last) (First) (Middle)

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)

02/09/2017

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)

Exec. Vice President and COO

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 (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 | 02/09/2017 | | M ⁽¹⁾ | A | 15,000 ⁽¹⁾ \$ 53.835 167,469 | D | |
| Common Stock | 02/09/2017 | | F ⁽²⁾ | D | 447 ⁽²⁾ \$ 62.09 167,022 | D | |
| Common Stock | 02/09/2017 | | S | D | 14,553 \$ 63.4053 ⁽³⁾ 152,469 | D | |
| Common Stock | | | | | 15,400 | I | Spouse |
| Common Stock | | | | | 400 | I | Trust - Son |

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| | | | |
|--------------|-----------|---|--------------------|
| Common Stock | 319.05 | I | 401(k) plan |
| Common Stock | 1,109.241 | 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (Right to Buy) | \$ 53.835 | 02/09/2017 | | M ⁽¹⁾ | 15,000 ⁽¹⁾ | 10/01/2008 ⁽⁴⁾ 10/01/2017 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Purvis Edgar M Jr 8000 W. FLORISSANT AVENUE ST LOUIS, MO 63136 | | | Exec. Vice President and COO | |

Signatures

/s/ John G. Shively, as Attorney-in-Fact for Edgar M. Purvis, Jr. 02/13/2017

__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).

(1) Exercise of 9,429 non-qualified stock options and 5,571 incentive stock options exempt under Rule 16b-3.

(2) Shares withheld for taxes exempt under Rule 16b-3 resulting from nonqualified stock option exercise.

The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.40 to \$63.43. The reporting person undertakes to provide Emerson Electric Co., any securityholder of Emerson Electric Co. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

(4) The options vested in three equal annual installments beginning on the date indicated.

(5) 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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