

EMERSON ELECTRIC CO  
Form 4  
December 29, 2014

**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 \*  
FARR DAVID N

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)  
12/24/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Board & CEO

(Street)  
ST LOUIS, MO 63136

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or 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 or (D) Price   |  |  |   |
| Common Stock                    | 12/24/2014                           |  | G <sup>(1)</sup>               | V 53,305<br>(1)   | D (2) 1,662,869  | D  |   |
| Common Stock                    | 12/24/2014                           |  | G <sup>(3)</sup>               | V 5,000<br>(3)  | D (2) 1,657,869  | D  |   |
| Common Stock                    | 12/24/2014                           |  | G <sup>(3)</sup>               | V 5,000<br>(3)  | D (2) 1,652,869  | D  |   |
| Common Stock                    | 12/24/2014                           |  | G <sup>(1)</sup>               | V 53,305<br>(1)   | A (2) 376,801  | I  | Spouse  |
| Common Stock                    | 12/24/2014                           |  | G <sup>(3)</sup>               | V 5,000<br>(3)  | A (2) 59,723   | I  | Trust-Daughter  |

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|              |            |                  |   |              |   |     |            |   |                    |
|--------------|------------|------------------|---|--------------|---|-----|------------|---|--------------------|
| Common Stock | 12/24/2014 | G <sup>(3)</sup> | V | 5,000<br>(3) | A | (2) | 59,723     | I | Trust-Son          |
| Common Stock |            |                  |   |              |   |     | 8,340.842  | I | 401(k) plan        |
| Common Stock |            |                  |   |              |   |     | 30,736.105 | I | 401(k) excess plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| FARR DAVID N<br>C/O EMERSON ELECTRIC CO.<br>8000 W. FLORISSANT AVENUE<br>ST LOUIS, MO 63136 | X             |           | Chairman of Board & CEO |       |

## Signatures

/s/ John G. Shively, Attorney-in-fact for David N. Farr

12/29/2014

\_\_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 by the Reporting Person of 53,305 shares to a revocable trust for the benefit of the Reporting Person's spouse.

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

(3) Bona fide gift by the Reporting Person of 5,000 shares each to the respective trust accounts of the Reporting Person's son and daughter.

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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