

Train Michael H.  
Form 4  
October 03, 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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/30/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. Pres. Auto. Sols.

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

(Street)

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

ST. LOUIS, MO 63136

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 09/30/2017                           |  | M <sup>(1)</sup>               |   | 15,480 <sub>(1)</sub>   | A  | ②   |
|                                 |                                      |  |                                |   | \$  |  |   |
| Common Stock                    | 09/30/2017                           |  | F <sup>(3)</sup>               |   | 5,202 <sub>(3)</sub>  | D  | 62.805 <sub>(4)</sub>                                 |
|                                 |                                      |  |                                |   | \$  |  |   |
| Common Stock                    | 10/01/2017                           |  | F <sup>(5)</sup>               |   | 4,821 <sub>(5)</sub>  | D  | 62.985 <sub>(6)</sub>                                 |
|                                 |                                      |  |                                |   | \$  |  |   |
| Common Stock                    |                                      |  |                                |   |   |  | 564.028   |
|                                 |                                      |  |                                |   |   | I  | Profit Sharing  |

|              |           |   |                    |
|--------------|-----------|---|--------------------|
| 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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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(1)</sup>      | <u>(7)</u>   | 09/30/2017                           |  | M <sup>(1)</sup>               | 15,480<br><u>(1)</u>  | <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.<br>C/O EMERSON ELECTRIC CO.<br>8000 W. FLORISSANT AVENUE<br>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) 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.
  - (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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