

Pelch Steven J.
Form 4
December 08, 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 *
Pelch Steven J.

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)
12/06/2017

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP - Org. Planning & Dev.

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	12/06/2017		M ⁽¹⁾		3,200 ⁽¹⁾ \$ 30.025	73,808	D
Common Stock	12/06/2017		F ⁽²⁾		688 ⁽²⁾ \$ 64.955	73,120	D
Common Stock	12/06/2017		F ⁽³⁾		246 ⁽³⁾ \$ 64.965	72,874	D
Common Stock	12/06/2017		S		1,978 \$ 65.2472 ⁽⁴⁾	70,896	D
	12/06/2017		M ⁽⁷⁾		\$ 53.31	73,517	D

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Common Stock						2,621 <u>(7)</u>					
Common Stock	12/06/2017		F ⁽³⁾			2,150 <u>(3)</u>	D	\$ 64.965	71,367	D	
Common Stock	12/06/2017		G ⁽⁹⁾	V	750	<u>(9)</u>	D	<u>(10)</u>	70,617	D	
Common Stock									1,353.832	I	401(k) plan
Common Stock									1,555.009	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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.025	12/06/2017		M ⁽¹⁾	3,200 <u>(1)</u>	02/09/2010 ⁽⁵⁾ 02/09/2019	Common Stock	3,200
Employee Stock Option (Right to Buy)	\$ 53.31	12/06/2017		M ⁽⁷⁾	2,621 <u>(7)</u>	10/04/2011 ⁽⁸⁾ 10/04/2020	Common Stock	2,621

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pelch Steven J. C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136			Exec VP - Org. Planning & Dev.	

Signatures

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

Pelch

12/08/2017

**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 2,666 non-qualified stock options and 534 incentive stock options exempt under Rule 16b-3.
- (2) Shares withheld for taxes exempt under Rule 16b-3 resulting from nonqualified stock option exercise.
- (3) Payment of option exercise price by delivering securities.
- (4) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.2471 to \$65.25. 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.
- (5) When taken together with previously exercised options and the unexercised options reported in this Form 4 all having the same grant date, exercise price, and expiration date, all such options together vested in three equal annual installments beginning on the date indicated.
- (6) Price is not applicable to stock options received as incentive compensation.
- (7) Exercise of 2,621 incentive stock options exempt under Rule 16b-3.
- (8) Options vested in three equal annual installments beginning on the date indicated.
- (9) Bona fide gift by the Reporting Person of 750 shares to the Emerson Directors' and Officers' Charitable Trust.
- (10) Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

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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