

EMERSON ELECTRIC CO

Form 4

February 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Button Bell Katherine

(Last) (First) (Middle)

C/O EMERSON ELECTRIC
CO, 8000 W. FLORRISSANT
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)
02/17/2017

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 below) ___ Other (specify below)
Sr. VP & Chief Marketing Off.

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	02/17/2017		M ⁽¹⁾	(A) V Amount (D) Price 5,400 (1) A \$ 53.835	48,413	D	
Common Stock	02/17/2017		F ⁽²⁾	150 (2) D \$ 62.125	48,263	D	
Common Stock	02/17/2017		F ⁽³⁾	4,678 (3) D \$ 62.125	43,585	D	
Common Stock					1,037.233	I	401(k) plan
Common Stock					4,288.132	I	401(k) excess

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 Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 53.835	02/17/2017		M ⁽¹⁾	5,400 ⁽¹⁾	10/01/2008 ⁽⁴⁾ 10/01/2017	Common Stock 5,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Button Bell Katherine C/O EMERSON ELECTRIC CO 8000 W. FLORRISSANT AVENUE ST. LOUIS, MO 63136			Sr. VP & Chief Marketing Off.	

Signatures

/s/ John G. Shively, Attorney-in-Fact for Katherine Button Bell 02/21/2017

_____*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 2,893 non-qualified stock options and 2,507 incentive stock options exempt under Rule 16b-3.

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- (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 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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