

EMERSON ELECTRIC CO

Form 3

October 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Train Michael H. | | (Month/Day/Year) | EMERSON ELECTRIC CO [EMR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/04/2016 | | |
| 8000 W. FLORISSANT AVE. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | Executive Vice President | |
| ST. LOUIS,Â MOÂ 63136 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 116,490 | D | Â |
| Common Stock | 9,339.34 | I | 401(k) plan |
| Common Stock | 408.168 | I | 401(k) excess plan |
| Common Stock | 405.485 | I | Profit Sharing Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|--------------------------------|----------------------------|--|--|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | 10/01/2008 ⁽¹⁾ | 10/01/2017 | Common Stock | 10,000 | \$ 53.835 | D | Â |
| Employee Stock Option (Right to Buy) | 08/04/2009 ⁽¹⁾ | 08/04/2018 | Common Stock | 5,000 | \$ 48.3 | D | Â |
| Employee Stock Option (Right to Buy) | 02/19/2010 ⁽¹⁾ | 02/19/2019 | Common Stock | 12,000 | \$ 30.025 | D | Â |
| Employee Stock Option (Right to Buy) | 10/04/2011 ⁽¹⁾ | 10/04/2020 | Common Stock | 18,000 | \$ 53.31 | D | Â |
| Employee Stock Option (Right to Buy) | 10/01/2014 ⁽¹⁾ | 10/01/2023 | Common Stock | 22,000 | \$ 65.07 | D | Â |
| Employee Stock Option (Right to Buy) | 11/03/2016 ⁽¹⁾ | 11/03/2025 | Common Stock | 22,000 | \$ 49.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Train Michael H. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ John G. Shively, Attorney-in-fact for Michael H. Train 10/14/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Options become exercisable in three equal installments beginning on the date indicated.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney for Michael H. Train

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.