

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

✓ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2017

OR

• TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-278

**EMERSON ELECTRIC CO.**

(Exact name of registrant as specified in its charter)

**Missouri**

(State or other jurisdiction of  
incorporation or organization)

**8000 W. Florissant Ave.  
P.O. Box 4100**

**St. Louis, Missouri**

(Address of principal executive offices)



**EMERSON**

**43-0259330**

(I.R.S. Employer  
Identification No.)

**63136**

(Zip Code)

Registrant's telephone number, including area code: **(314) 553-2000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common stock of \$0.50 par value per share outstanding at January 31, 2018: 634,837,581 shares.

**PART I. FINANCIAL INFORMATION**  
**Item 1. Financial Statements**

**Consolidated Statements of Earnings**  
**EMERSON ELECTRIC CO. & SUBSIDIARIES**

Three months ended December 31, 2016 and 2017  
(Dollars in millions, except per share amounts; unaudited)

	<b>Three Months Ended December 31,</b>	
	<b>2016</b>	<b>2017</b>
<b>Net sales</b>	\$ 3,216	<b>3,816</b>
Costs and expenses:		
Cost of sales	1,851	<b>2,195</b>
Selling, general and administrative expenses	822	<b>992</b>
Other deductions, net	33	<b>88</b>
Interest expense (net of interest income of \$6 and \$11, respectively)	46	<b>38</b>
<b>Earnings from continuing operations before income taxes</b>	464	<b>503</b>
Income taxes	94	<b>109</b>
<b>Earnings from continuing operations</b>	370	<b>394</b>
Discontinued operations, net of tax	(55)	<b>—</b>
<b>Net earnings</b>	315	<b>394</b>
Less: Noncontrolling interests in earnings of subsidiaries	6	<b>2</b>
<b>Net earnings common stockholders</b>	<u>\$ 309</u>	<u><b>392</b></u>
<b>Earnings common stockholders:</b>		
Earnings from continuing operations	\$ 364	<b>392</b>
Discontinued operations, net of tax	(55)	<b>—</b>
<b>Net earnings common stockholders</b>	<u>\$ 309</u>	<u><b>392</b></u>
<b>Basic earnings per share common stockholders:</b>		
Earnings from continuing operations	\$ 0.56	<b>0.61</b>
Discontinued operations	(0.08)	<b>—</b>
<b>Basic earnings per common share</b>	<u>\$ 0.48</u>	<u><b>0.61</b></u>
<b>Diluted earnings per share common stockholders:</b>		
Earnings from continuing operations	\$ 0.56	<b>0.61</b>
Discontinued operations	(0.08)	<b>—</b>
<b>Diluted earnings per common share</b>	<u>\$ 0.48</u>	<u><b>0.61</b></u>
<b>Cash dividends per common share</b>	<u>\$ 0.48</u>	<u><b>0.485</b></u>

See accompanying Notes to Consolidated Financial Statements.

**Consolidated Statements of Comprehensive Income**  
**EMERSON ELECTRIC CO. & SUBSIDIARIES**

Three months ended December 31, 2016 and 2017  
(Dollars in millions; unaudited)

	<b>Three Months Ended December 31,</b>	
	<b>2016</b>	<b>2017</b>
<b>Net earnings</b>	\$ 315	<b>394</b>
Other comprehensive income (loss), net of tax:		
Foreign currency translation	(103)	<b>7</b>
Pension and postretirement	55	<b>23</b>
Cash flow hedges	15	<b>(3)</b>
Total other comprehensive income	(33)	<b>27</b>
<b>Comprehensive income</b>	282	<b>421</b>
Less: Noncontrolling interests in comprehensive income of subsidiaries	4	<b>2</b>
<b>Comprehensive income common stockholders</b>	<u>\$ 278</u>	<u><b>419</b></u>

See accompanying Notes to Consolidated Financial Statements.

**Consolidated Balance Sheets**  
**EMERSON ELECTRIC CO. & SUBSIDIARIES**

(Dollars in millions, except per share amounts; unaudited)

	Sept 30, 2017	Dec 31, 2017
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and equivalents	\$ 3,062	3,096
Receivables, less allowances of \$91 and \$99, respectively	3,072	2,881
Inventories	1,696	1,845
Other current assets	422	330
Total current assets	8,252	8,152
<b>Property, plant and equipment, net</b>	3,321	3,279
<b>Other assets</b>		
Goodwill	5,316	5,616
Other intangible assets	1,890	2,118
Other	810	693
Total other assets	8,016	8,427
<b>Total assets</b>	<b>\$ 19,589</b>	<b>19,858</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings and current maturities of long-term debt	\$ 862	2,093
Accounts payable	1,776	1,596
Accrued expenses	2,342	2,286
Income taxes	65	217
Total current liabilities	5,045	6,192
<b>Long-term debt</b>	3,794	3,375
<b>Other liabilities</b>	1,980	1,903
<b>Equity</b>		
Common stock, \$0.50 par value; authorized, 1,200,000,000 shares; issued, 953,354,012 shares; outstanding, 641,691,971 shares and 634,221,544 shares, respectively	477	477
Additional paid-in-capital	297	306
Retained earnings	21,995	22,079
Accumulated other comprehensive income (loss)	(1,019)	(992)
Cost of common stock in treasury, 311,662,041 shares and 319,132,468 shares, respectively	(13,032)	(13,521)
<b>Common stockholders' equity</b>	8,718	8,349
Noncontrolling interests in subsidiaries	52	39
<b>Total equity</b>	8,770	8,388
<b>Total liabilities and equity</b>	<b>\$ 19,589</b>	<b>19,858</b>

See accompanying Notes to Consolidated Financial Statements.

**Consolidated Statements of Cash Flows**  
**EMERSON ELECTRIC CO. & SUBSIDIARIES**

Three months ended December 31, 2016 and 2017  
(Dollars in millions; unaudited)

	<b>Three Months Ended December 31,</b>	
	<b>2016</b>	<b>2017</b>
<b>Operating activities</b>		
Net earnings	\$ 315	<b>394</b>
Loss from discontinued operations, net of tax	55	—
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	143	<b>187</b>
Changes in operating working capital	(138)	<b>(160)</b>
Other, net	35	<b>26</b>
Cash from continuing operations	410	<b>447</b>
Cash from discontinued operations	(172)	—
Cash provided by operating activities	238	<b>447</b>
<b>Investing activities</b>		
Capital expenditures	(100)	<b>(96)</b>
Purchases of businesses, net of cash and equivalents acquired	(16)	<b>(513)</b>
Divestitures of businesses	—	<b>235</b>
Other, net	(20)	<b>(18)</b>
Cash from continuing operations	(136)	<b>(392)</b>
Cash from discontinued operations	3,894	—
Cash provided by (used in) investing activities	3,758	<b>(392)</b>
<b>Financing activities</b>		
Net increase (decrease) in short-term borrowings	(2,225)	<b>1,061</b>
Payments of short-term borrowings greater than three months	(90)	—
Payments of long-term debt	(251)	<b>(251)</b>
Dividends paid	(311)	<b>(311)</b>
Purchases of common stock	—	<b>(500)</b>
Other, net	(43)	<b>(30)</b>
Cash used in financing activities	(2,920)	<b>(31)</b>
Effect of exchange rate changes on cash and equivalents	(107)	<b>10</b>
<b>Increase in cash and equivalents</b>	969	<b>34</b>
Beginning cash and equivalents	3,182	<b>3,062</b>
<b>Ending cash and equivalents</b>	<b>\$ 4,151</b>	<b>3,096</b>
<b>Changes in operating working capital</b>		
Receivables	\$ 212	<b>216</b>
Inventories	(103)	<b>(149)</b>
Other current assets	10	<b>(14)</b>
Accounts payable	(119)	<b>(129)</b>
Accrued expenses	(162)	<b>(166)</b>
Income taxes	24	<b>82</b>
Total changes in operating working capital	<b>\$ (138)</b>	<b>(160)</b>

See accompanying Notes to Consolidated Financial Statements.

**Notes to Consolidated Financial Statements**  
**EMERSON ELECTRIC CO. & SUBSIDIARIES**

(Dollars in millions, except per share amounts or where noted)

1. In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments necessary for a fair presentation of operating results for the interim periods presented. Adjustments consist of normal and recurring accruals. The consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all disclosures required for annual financial statements presented in conformity with U.S. generally accepted accounting principles (GAAP). For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2017.

On December 22, 2017, the U.S. government enacted tax reform, the Tax Cuts and Jobs Act (the "Act"), which made comprehensive changes to federal income tax laws by moving from a global to a modified territorial tax regime. The Act includes a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent along with the elimination of certain deductions and credits, and a one-time "deemed repatriation" of accumulated foreign earnings. In the first quarter, the Company recognized a net tax benefit of \$43 (\$0.07 per share) due to impacts of the Act, consisting of a \$98 benefit on revaluation of net deferred income tax liabilities to the lower tax rate, and \$185 of expense for the tax on deemed repatriation of accumulated foreign earnings and withholding taxes partially offset by \$130 accrued in previous periods for the planned repatriation of non-U.S. cash. Given the complexities associated with the Act, the ultimate effects on repatriation cost and other tax items may differ materially from these provisional amounts due to additional regulatory guidance that may be issued and further evaluation of the Company's actions, assumptions and interpretations.

The effective tax rate for full year 2018 is currently expected to be approximately 25 to 27 percent. In 2019 and thereafter, the tax rate is expected to be approximately 25 percent.

In the first quarter of fiscal 2018, the Company adopted updates to ASC 330, *Inventory*, which changed the measurement principle for inventory from the lower of cost or market to the lower of cost and net realizable value. These updates did not materially impact the Company's financial statements.

In the first quarter of fiscal 2018, the Company adopted updates to ASC 740, *Income Taxes*, requiring recognition of the income tax effects of intra-entity transfers of assets other than inventory when the transfer occurs. These updates were adopted on a modified retrospective basis and did not materially impact the Company's financial statements.

2. Reconciliations of weighted-average shares for basic and diluted earnings per common share follow. Earnings allocated to participating securities were inconsequential.

	<b>Three Months Ended December 31,</b>	
	<b>2016</b>	<b>2017</b>
Basic shares outstanding	642.8	<b>638.2</b>
Dilutive shares	1.5	<b>2.3</b>
Diluted shares outstanding	<b>644.3</b>	<b>640.5</b>

3. Other Financial Information

	<b>Sept 30, 2017</b>	<b>Dec 31, 2017</b>
<u>Inventories</u>		
Finished products	\$ 560	<b>641</b>
Raw materials and work in process	1,136	<b>1,204</b>
Total	<b>\$ 1,696</b>	<b>1,845</b>

	Sept 30, 2017	Dec 31, 2017
<u>Property, plant and equipment, net</u>		
Property, plant and equipment, at cost	\$ 7,873	7,930
Less: Accumulated depreciation	4,552	4,651
Total	<u>\$ 3,321</u>	<u>3,279</u>

	Sept 30, 2017	Dec 31, 2017
<u>Goodwill by business segment</u>		
<b>Automation Solutions</b>	\$ 4,704	5,005
Climate Technologies	555	555
Tools & Home Products	57	56
<b>Commercial &amp; Residential Solutions</b>	612	611
Total	<u>\$ 5,316</u>	<u>5,616</u>

The increase in goodwill reflects the acquisition of Paradigm. See Note 11.

	Sept 30, 2017	Dec 31, 2017
<u>Accrued expenses include the following</u>		
Employee compensation	\$ 531	548
Customer advanced payments	\$ 505	539
Product warranty	\$ 120	128

	Sept 30, 2017	Dec 31, 2017
<u>Other liabilities</u>		
Pension and postretirement liabilities	\$ 664	659
Deferred income taxes	425	244
Asbestos litigation	340	336
Other	551	664
Total	<u>\$ 1,980</u>	<u>1,903</u>

Other long-term assets include \$132 of asbestos-related insurance receivables.

4. Following is a discussion regarding the Company's use of financial instruments:

**Hedging Activities** – As of December 31, 2017, the notional amount of foreign currency hedge positions was approximately \$1.6 billion, and commodity hedge contracts totaled approximately \$124 (primarily 49 million pounds of copper and aluminum). All derivatives receiving deferral accounting are cash flow hedges. The majority of hedging gains and losses deferred as of December 31, 2017 are expected to be recognized over the next 12 months as the underlying forecasted transactions occur. Gains and losses on foreign currency derivatives reported in other deductions, net reflect hedges of balance sheet exposures that do not receive deferral accounting. The following gains and losses are included in earnings and other comprehensive income (OCI) for the three months ended December 31, 2017 and 2016:

<u>Gains (Losses)</u>	<u>Location</u>	<u>Into Earnings</u>		<u>Into OCI</u>	
		<u>1st Quarter</u>		<u>1st Quarter</u>	
		<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>
Commodity	Cost of sales	\$ (2)	5	10	13
Foreign currency	Sales, cost of sales	(10)	—	2	(12)
Foreign currency	Other deductions, net	6	—		
Total		<u>\$ (6)</u>	<u>5</u>	<u>12</u>	<u>1</u>

Regardless of whether derivatives receive deferral accounting, the Company expects hedging gains or losses to be essentially offset by losses or gains on the related underlying exposures. The amounts ultimately recognized will differ from those presented above for open positions, which remain subject to ongoing market price fluctuations until settlement. Derivatives receiving deferral accounting are highly effective and no amounts were excluded from the assessment of hedge effectiveness. Hedge ineffectiveness was immaterial for the three months ended December 31, 2017 and 2016.

**Fair Value Measurement** – Valuations for all derivatives and the Company's long-term debt fall within Level 2 of the GAAP valuation hierarchy. As of December 31, 2017, the fair value of long-term debt was \$4,092, which exceeded the carrying value by \$278. At December 31, 2017, the fair values of commodity contracts and foreign currency contracts were reported in other current assets and accrued expenses. Valuations of derivative contract positions are summarized below:

	September 30, 2017		December 31, 2017	
	Assets	Liabilities	Assets	Liabilities
Foreign Currency	\$ 26	18	11	19
Commodity	\$ 12	—	20	—

Counterparties to derivatives arrangements are companies with investment-grade credit ratings. The Company has bilateral collateral arrangements with counterparties with credit rating-based posting thresholds that vary depending on the arrangement. If credit ratings on the Company's debt fall below pre-established levels, counterparties can require immediate full collateralization of all derivatives in net liability positions. The maximum amount that could potentially have been required was \$11. The Company also can demand full collateralization of derivatives in net asset positions should any counterparty credit ratings fall below certain thresholds. No collateral was posted with counterparties and none was held by the Company as of December 31, 2017.

5. The change in equity for the first three months of 2018 is shown below:

	Common Stockholders' Equity	Noncontrolling Interests in Subsidiaries	Total Equity
Balance at September 30, 2017	\$ 8,718	52	8,770
Net earnings	392	2	394
Other comprehensive income (loss)	27	—	27
Cash dividends	(311)	(15)	(326)
Purchases of treasury stock, net of issuances	(480)	—	(480)
Adoption of accounting standard update	3	—	3
Balance at December 31, 2017	<u>\$ 8,349</u>	<u>39</u>	<u>8,388</u>



6. Activity in accumulated other comprehensive income (loss) for the three months ended December 31, 2017 and 2016 is shown below:

	Three Months Ended December 31,	
	2016	2017
<u>Foreign currency translation</u>		
Beginning balance	\$ (812)	(369)
Other comprehensive income (loss) before reclassifications	(367)	24
Reclassified to gain/loss on sale of businesses	266	(17)
Ending balance	(913)	(362)
<u>Pension and postretirement</u>		
Beginning balance	(1,162)	(662)
Amortization of deferred actuarial losses into earnings	35	23
Reclassified to gain/loss on sale of businesses	20	—
Ending balance	(1,107)	(639)
<u>Cash flow hedges</u>		
Beginning balance	(25)	12
Deferral of gains (losses) arising during the period	8	1
Reclassification of realized (gains) losses to sales and cost of sales	7	(4)
Ending balance	(10)	9
Accumulated other comprehensive income (loss)	\$ (2,030)	(992)

Activity above is shown net of income taxes for the three months ended December 31, 2017 and 2016, respectively, as follows: amortization of pension and postretirement deferred actuarial losses: \$(8) and \$(18); pension and postretirement divestiture: \$- and \$(7); deferral of cash flow hedging gains (losses): \$- and \$(4); reclassification of realized cash flow hedging (gains) losses: \$1 and \$(5).

7. Total periodic pension and postretirement expense is summarized below:

	Three Months Ended December 31,	
	2016	2017
Service cost	\$ 21	19
Interest cost	42	46
Expected return on plan assets	(86)	(87)
Net amortization	53	31
Total	\$ 30	9

8. Other deductions, net are summarized below:

	Three Months Ended December 31,	
	2016	2017
Amortization of intangibles	\$ 22	56
Restructuring costs	11	15
Other	—	17
Total	\$ 33	88

The increase in amortization and restructuring in the first quarter of 2018 is due to the valves & controls acquisition. Other for the first quarter includes unfavorable foreign currency transactions of \$22 compared with the prior year, partially offset by lower acquisition/divestiture costs of \$4.

9. Restructuring expense reflects costs associated with the Company's ongoing efforts to improve operational efficiency and deploy assets globally in order to remain competitive on a worldwide basis. The Company expects full year 2018 restructuring expense to be approximately \$85. The full year expense includes \$15 incurred to date, as well as costs to complete actions initiated before the end of the first quarter and actions anticipated to be approved and initiated during the remainder of the year. Costs for the three months ended December 31, 2017 largely relate to restructuring of the global cost structure consistent with the current level of economic activity, as well as the redeployment of resources for future growth.

Restructuring expense by business segment follows:

	Three Months Ended December 31,	
	2016	2017
<b>Automation Solutions</b>	\$ 6	10
Climate Technologies	4	5
Tools & Home Products	1	—
<b>Commercial &amp; Residential Solutions</b>	5	5
Total	\$ 11	15

Details of the change in the liability for restructuring costs during the three months ended December 31, 2017 follow:

	Sept 30, 2017	Expense	Utilized/Paid	Dec 31, 2017
Severance and benefits	\$ 60	10	14	56
Lease and other contract terminations	4	2	1	5
Vacant facility and other shutdown costs	1	1	1	1
Start-up and moving costs	—	2	2	—
Total	\$ 65	15	18	62

10. **Business Segments** – The Company designs and manufactures products and delivers services that bring technology and engineering together to provide innovative solutions for customers in a wide range of industrial, commercial and consumer markets around the world.

The **Automation Solutions** segment enables process, hybrid and discrete manufacturers to maximize production, protect personnel and the environment, and optimize their energy efficiency and operating costs through a broad offering of integrated solutions and products, including measurement and analytical instrumentation, industrial valves and equipment, and process control systems. Significant end markets serviced include oil and gas, refining, chemicals and power generation, as well as pharmaceuticals, food and beverage, automotive, pulp and paper, metals and mining, and municipal water supplies. The segment's major product offerings are described below.

- **Measurement & Analytical Instrumentation** products measure the physical properties of liquids or gases in a process stream and communicate this information to a process control system or other software applications, and analyze the chemical composition of process fluids and emissions to enhance quality and efficiency, as well as environmental compliance.
- **Valves, Actuators & Regulators** consists of control, isolation and pressure relief valves which respond to commands from a control system to continuously and precisely modulate the flow of process fluids, smart actuation and control technologies, pressure management products, and industrial and residential regulators that reduce the pressure of fluids moving from high-pressure supply lines into lower pressure systems.
- **Industrial Solutions** provides fluid power and control mechanisms, electrical distribution equipment, and materials joining and precision cleaning products which are used in a variety of manufacturing operations to provide integrated solutions to customers.

- **Process Control Systems & Solutions** provides a digital ecosystem that controls plant processes by communicating with and adjusting the "intelligent" plant devices described above to provide precision measurement, control, monitoring, asset optimization, and plant safety and reliability for plants that produce power, or process fluids or other items.

The **Commercial & Residential Solutions** business consists of the Climate Technologies and Tools & Home Products segments. This business provides products and solutions that promote energy efficiency, enhance household and commercial comfort, and protect food quality and sustainability through heating, air conditioning and refrigeration technology, as well as a broad range of tools and appliance solutions.

The **Climate Technologies** segment provides products, services and solutions for all areas of the climate control industry, including residential heating and cooling, commercial air conditioning, commercial and industrial refrigeration, and cold chain management. Products include compressors, temperature sensors and controls, thermostats, flow controls, and stationary and mobile remote monitoring technologies and services that enable homeowners and businesses to better manage their heating, air conditioning and refrigeration systems for improved control and comfort, and lower energy costs.

The **Tools & Home Products** segment offers tools for professionals and homeowners and appliance solutions. Products include professional pipe-working tools, residential and commercial food waste disposers, and wet-dry vacuums.

Summarized information about the Company's results of operations by business segment follows:

	Three Months Ended December 31,			
	Sales		Earnings	
	2016	2017	2016	2017
<b>Automation Solutions</b>	\$ 1,967	<b>2,572</b>	326	<b>386</b>
Climate Technologies	859	<b>922</b>	161	<b>165</b>
Tools & Home Products	393	<b>330</b>	88	<b>87</b>
<b>Commercial &amp; Residential Solutions</b>	1,252	<b>1,252</b>	249	<b>252</b>
Differences in accounting methods			33	<b>51</b>
Corporate and other			(98)	<b>(148)</b>
Eliminations/Interest	(3)	<b>(8)</b>	(46)	<b>(38)</b>
Total	\$ 3,216	<b>3,816</b>	464	<b>503</b>

Corporate and other for the first quarter of 2018 includes valves & controls first year acquisition accounting charges of \$10 related to inventory and \$15 for backlog amortization, as well as higher incentive stock compensation of \$40.

**Automation Solutions** sales by major product offering are summarized below:

	Three Months Ended December 31,	
	2016	2017
Measurement & Analytical Instrumentation	\$ 682	<b>772</b>
Valves, Actuators & Regulators	449	<b>867</b>
Industrial Solutions	367	<b>424</b>
Process Control Systems & Solutions	469	<b>509</b>
Total	\$ 1,967	<b>2,572</b>

11. On December 1, 2017, the Company acquired Paradigm, a provider of software solutions for the oil and gas industry, for \$505, net of cash acquired. This business had annual sales of approximately \$140 and is included in the Measurement & Analytical Instrumentation product offering within Automation Solutions. The Company recognized goodwill of \$304 (\$160 of which is expected to be tax deductible), and identifiable intangible assets of \$248, primarily intellectual property and customer relationships with weighted-average useful lives of approximately 11 years. Valuations of acquired assets and liabilities are in process and subject to refinement. The Company also acquired one smaller business in the Automation Solutions segment. Total cash paid for all businesses was \$513, net of cash acquired.

On January 10, 2018, the Company completed the acquisition of Cooper-Atkins for \$247, net of cash acquired. This business, which manufactures temperature management and monitoring products for foodservice markets, will be reported in the Climate Technologies segment.

On October 2, 2017, the Company sold its residential storage business for \$200 in cash, subject to post-closing adjustments, and recognized a small pretax gain and an after-tax loss of \$24 (\$0.04 per share) in the first quarter of 2018 due to income taxes resulting from nondeductible goodwill. The Company will realize approximately \$150 in after-tax cash proceeds from the sale. Assets and liabilities for this business were classified as held-for-sale in the consolidated balance sheet at September 30, 2017 as follows: current assets, \$73; other assets, \$176; and accrued expenses and other liabilities, \$61. This business was previously reported within the Tools & Home Products segment.

On April 28, 2017, the Company completed the acquisition of Pentair's valves & controls business for \$2.960 billion, net of cash acquired of \$207, subject to certain post-closing adjustments. This business, with annualized sales of approximately \$1.4 billion, is a manufacturer of control, isolation and pressure relief valves and actuators, and complements the Valves, Actuators & Regulators product offering within Automation Solutions.

Results for the first quarter ended December 31, 2017 included first year pretax acquisition accounting charges related to inventory and backlog of \$25, \$19 after-tax, \$0.03 per share.

#### Pro Forma Financial Information

The following unaudited pro forma consolidated condensed financial results of operations are presented as if the acquisition of the valves & controls business occurred on October 1, 2015. The pro forma information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved had the acquisition occurred as of that time.

	Three Months Ended Dec 31, 2016	
Net sales	\$	3,620
Net earnings from continuing operations common stockholders	\$	362
Diluted earnings per share from continuing operations	\$	0.56

12. **Discontinued Operations** – In fiscal 2017, the Company completed the previously announced strategic repositioning actions to streamline its portfolio and drive growth in its core businesses. On November 30, 2016, the Company completed the sale of its network power systems business for \$4 billion in cash and retained a subordinated interest in distributions, contingent upon the equity holders first receiving a threshold return on their initial investment. Additionally, on January 31, 2017, the Company completed the sale of its power generation, motors and drives business for approximately \$1.2 billion, subject to post-closing adjustments.

The financial results of the network power systems and power generation, motors and drives businesses reported as discontinued operations for the three months ended December 31, 2016 were as follows:

	<b>Three Months Ended Dec 31, 2016</b>
Net sales	\$ 940
Cost of sales	626
SG&A	242
Other (income) deductions, net	(421)
Earnings (Loss) before income taxes	493
Income taxes	548
Earnings (Loss), net of tax	<u>\$ (55)</u>

Discontinued operations for the first quarter of 2017 included a loss of \$55, consisting of net earnings from operations of \$14, an after-tax gain on the divestiture of the network power systems business of \$86 (\$465 pretax), income tax expense of \$144 for repatriation of sales proceeds, a loss of \$38 to write down the power generation, motors and drives business to the sales price less cost to sell, and lower expense of \$27 due to ceasing depreciation and amortization for the discontinued businesses held-for-sale.

Net cash from operating and investing activities for the network power systems and power generation, motors and drives businesses for the three months ended December 31, 2016 were as follows:

	<b>Three Months Ended Dec 31, 2016</b>
Cash from operating activities	\$ (172)
Cash from investing activities	\$ 3,894

Operating cash flow used by discontinued operations of \$172 for the three months ended December 31, 2016 included payments of \$139 for income taxes and fees related to the transactions.

## Management's Discussion and Analysis of Financial Condition and Results of Operations

### OVERVIEW

Net sales for the first quarter of 2018 were \$3.8 billion, up 19 percent, supported by acquisitions, net of a divestiture, which added 9 percent. Underlying sales increased 7 percent reflecting improving trends in energy-related and general industrial markets, while HVAC and refrigeration markets remained favorable.

Earnings from continuing operations common stockholders were \$392 million, up 8 percent compared with \$364 million in 2017, and diluted earnings per share from continuing operations were \$0.61, up 9 percent compared with \$0.56 in 2017. Net earnings common stockholders were \$392 million, up 27 percent, and diluted earnings per share were \$0.61, up 27 percent, reflecting the impact of discontinued operations in the prior year.

### RESULTS OF OPERATIONS

Following is an analysis of the Company's operating results for the first quarter ended December 31, 2017, compared with the first quarter ended December 31, 2016.

Three Months Ended Dec 31	2016	2017	Change
(dollars in millions, except per share amounts)			
Net sales	\$ 3,216	<b>3,816</b>	19%
Gross profit	\$ 1,365	<b>1,621</b>	19%
<i>Percent of sales</i>	42.4%	<b>42.5%</b>	
SG&A	\$ 822	<b>992</b>	
<i>Percent of sales</i>	25.5%	<b>26.0%</b>	
Other deductions, net	\$ 33	<b>88</b>	
Interest expense, net	\$ 46	<b>38</b>	
Earnings from continuing operations before income taxes	\$ 464	<b>503</b>	9%
<i>Percent of sales</i>	14.4%	<b>13.2%</b>	
Earnings from continuing operations common stockholders	\$ 364	<b>392</b>	8%
Net earnings common stockholders	\$ 309	<b>392</b>	27%
<i>Percent of sales</i>	9.6%	<b>10.3%</b>	
Diluted EPS - Earnings from continuing operations	\$ 0.56	<b>0.61</b>	9%
Diluted EPS - Net earnings	\$ 0.48	<b>0.61</b>	27%

Net sales for the first quarter of 2018 were \$3.8 billion, an increase of \$600 million compared with \$3.2 billion in 2017. Underlying sales increased 7 percent (\$229 million) on higher volume. Acquisitions added 12 percent (\$373 million) and foreign currency translation added 3 percent (\$75 million), while the divestiture of the residential storage business subtracted 3 percent (\$77 million). Underlying sales increased 8 percent in the U.S. and 7 percent internationally. Asia was up 15 percent (China up 23 percent), while sales in Europe were flat. Canada increased 14 percent and Latin America increased 4 percent. Middle East/Africa was down 5 percent. Sales increased \$605 million in Automation Solutions, supported by acquisitions and broad-based demand across energy-related and general industrial markets. Commercial & Residential Solutions sales were flat, as favorable demand in global HVAC and refrigeration markets was offset by the divestiture of the residential storage business.

Cost of sales for the first quarter of 2018 were \$2.2 billion, an increase of \$344 million compared with \$1.9 billion in 2017, primarily due to acquisitions, higher volume and the impact of foreign currency translation. Gross margin improved slightly to 42.5 percent reflecting leverage on higher volume, savings from cost reduction actions and favorable mix, largely offset by dilution of 1.6 percentage points due to the valves & controls operations and first year acquisition accounting charges of \$10 million related to inventory.

Selling, general and administrative (SG&A) expenses of \$992 million increased \$170 million compared with the prior year, primarily due to acquisitions and an increase in volume. SG&A as a percent of sales increased 0.5 percentage points to 26.0 percent, reflecting higher incentive stock compensation of \$40 million due to an increase in the Company's stock price, partially offset by leverage on the higher volume.

Other deductions, net were \$88 million in 2018, an increase of \$55 million compared with the prior year, largely due to higher intangibles amortization of \$19 million and backlog amortization of \$15 million, primarily related to the valves & controls acquisition, and unfavorable foreign currency transactions of \$22 million. See Note 8.

Pretax earnings from continuing operations of \$503 million increased \$39 million, or 9 percent. Earnings increased \$60 million in Automation Solutions and \$3 million in Commercial & Residential Solutions. See Note 10 and the following Business Segments discussion.

On December 22, 2017, the U.S. government enacted tax reform, the Tax Cuts and Jobs Act (the "Act"), which made comprehensive changes to federal income tax laws by moving from a global to a modified territorial tax regime. The Act includes a reduction of the U.S. corporate income tax rate from 35 percent to 21 percent along with the elimination of certain deductions and credits, and a one-time "deemed repatriation" of accumulated foreign earnings. In the first quarter, the Company recognized a net tax benefit of \$43 million (\$0.07 per share) due to impacts of the Act, consisting of a \$98 million benefit on revaluation of net deferred income tax liabilities to the lower tax rate, and \$185 million of expense for the tax on deemed repatriation of accumulated foreign earnings and withholding taxes partially offset by \$130 million accrued in previous periods for the planned repatriation of non-U.S. cash. Given the complexities associated with the Act, the ultimate effects on repatriation cost and other tax items may differ materially from these provisional amounts due to additional regulatory guidance that may be issued and further evaluation of the Company's actions, assumptions and interpretations.

Income taxes were \$109 million for 2018 and \$94 million for 2017, resulting in effective tax rates of 22 percent and 20 percent, respectively. The effective tax rate for the first quarter of 2017 included a \$47 million (\$0.07 per share) income tax benefit from restructuring a foreign subsidiary. The effective tax rate for full year 2018 is currently expected to be approximately 25 to 27 percent. In 2019 and thereafter, the tax rate is expected to be approximately 25 percent.

Earnings from continuing operations attributable to common stockholders were \$392 million, up 8 percent, and diluted earnings per share were \$0.61, up 9 percent. Earnings per share include a \$0.03 per share benefit from the lower corporate federal income tax rate on first quarter earnings. In addition, results include the \$0.07 per share net benefit of the tax law change, offset by a \$(0.04) per share loss on the residential storage divestiture and \$0.03 per share from first year acquisition accounting charges.

Net earnings common stockholders in the first quarter of 2018 were \$392 million, up 27 percent, compared with \$309 million in the prior year, and earnings per share were \$0.61, up 27 percent, compared with \$0.48 in 2017. Results for 2017 included the impact of discontinued operations, which was a net loss of \$55 million (\$0.08 per share). See Note 12.

## Business Segments

Following is an analysis of operating results for the Company's business segments for the first quarter ended December 31, 2017, compared with the first quarter ended December 31, 2016. The Company defines segment earnings as earnings before interest and taxes. See Notes 1 and 10 for a discussion of the Company's business segments.

### AUTOMATION SOLUTIONS

<u>Three Months Ended Dec 31</u>	<u>2016</u>	<u>2017</u>	<u>Change</u>
(dollars in millions)			
Sales	\$ 1,967	<b>2,572</b>	31%
Earnings	\$ 326	<b>386</b>	18%
Margin	16.6%	<b>15.0%</b>	
<u>Sales by Major Product Offering</u>			
Measurement & Analytical Instrumentation	\$ 682	<b>772</b>	13%
Valves, Actuators & Regulators	449	<b>867</b>	93%
Industrial Solutions	367	<b>424</b>	15%
Process Control Systems & Solutions	469	<b>509</b>	9%
Total	\$ 1,967	<b>2,572</b>	31%

Automation Solutions sales were \$2.6 billion in the first quarter, an increase of \$605 million, or 31 percent. Underlying sales increased 9 percent (\$176 million) on higher volume. Acquisitions added 19 percent (\$373 million) and foreign currency translation had a 3 percent (\$56 million) favorable impact. Sales for Measurement & Analytical Instrumentation increased 13 percent and Process Control Systems & Solutions increased 9 percent on increased spending by global oil and gas customers, strong MRO demand and growth of small and mid-sized projects focused on facility expansion and optimization. Valves, Actuators & Regulators increased \$418 million, or 93 percent, led by the valves & controls acquisition (\$349 million) and broad-based demand across end markets, including energy, chemical and life sciences. Industrial Solutions sales increased \$57 million, or 15 percent, driven by favorable global trends in general industrial end markets. Underlying sales increased 14 percent in the U.S. and decreased 1 percent in Europe. Sales increased 13 percent in Asia (China up 22 percent) supported by strong demand in process automation and discrete markets, while Canada was up 18 percent and Latin America was up 6 percent. Sales decreased 7 percent in Middle East/Africa. Earnings were \$386 million, an increase of \$60 million, or 18 percent. The increase was driven by higher volume, leverage and cost reduction savings, partially offset by unfavorable foreign currency transactions of \$26 million compared with the prior year. Margin declined 1.6 percentage points to 15.0 percent. Margin improved 1.2 percentage points to 17.8 percent, excluding dilution of 2.8 percentage points from the valves & controls acquisition, which includes intangibles amortization of \$18 million.

### COMMERCIAL & RESIDENTIAL SOLUTIONS

<u>Three Months Ended Dec 31</u>	<u>2016</u>	<u>2017</u>	<u>Change</u>
(dollars in millions)			
Sales:			
Climate Technologies	\$ 859	<b>922</b>	7 %
Tools & Home Products	393	<b>330</b>	(16)%
Total	\$ 1,252	<b>1,252</b>	— %
Earnings:			
Climate Technologies	\$ 161	<b>165</b>	2 %
Tools & Home Products	88	<b>87</b>	(1)%
Total	\$ 249	<b>252</b>	1 %
Margin	19.9%	<b>20.1%</b>	



Commercial & Residential Solutions sales were \$1.3 billion in the first quarter, flat compared to the prior year. Underlying sales were up 5 percent (\$58 million) on higher volume and slightly higher price. Foreign currency translation added 2 percent (\$19 million), while the divestiture of the residential storage business deducted 7 percent (\$77 million). Climate Technologies sales were \$922 million in the first quarter, an increase of \$63 million, or 7 percent. Global HVAC sales were solid, reflecting robust growth in China on strength in commercial air conditioning and heating, partially offset by a modest decline in U.S. residential air conditioning. Global refrigeration sales were solid led by robust growth in China, while the U.S. was flat. Sensors had solid growth and temperature controls was up slightly. Tools & Home Products sales were \$330 million in the first quarter, a decrease of \$63 million, or 16 percent, reflecting the impact of the residential storage divestiture. Sales for professional tools were strong on favorable demand in oil and gas and construction-related markets. Wet/dry vacuums had solid sales growth and food waste disposers were up slightly. Overall, underlying sales increased 1 percent in the U.S., 1 percent in Europe and 17 percent in Asia (China up 24 percent). Sales increased 5 percent in Canada, 4 percent in Middle East/Africa and 1 percent in Latin America. Earnings were \$252 million, an increase of \$3 million and margin improved 0.2 percentage points, due to leverage on higher volume and favorable price, partially offset by higher materials costs. In addition, the residential storage divestiture reduced earnings by \$6 million, but benefited margin comparisons 0.8 percentage points, while higher warranty costs of \$10 million associated with a specific product issue in Climate Technologies offset this benefit.

## FINANCIAL CONDITION

Key elements of the Company's financial condition for the three months ended December 31, 2017 as compared to the year ended September 30, 2017 follow.

	Sept 30, 2017	Dec 31, 2017
Working capital (in millions)	\$ 3,207	1,960
Current ratio	1.6	1.3
Total debt-to-total capital	34.8%	39.6%
Net debt-to-net capital	15.4%	22.1%
Interest coverage ratio	12.6X	11.2X

The Company's debt-to-capital increased primarily due to higher borrowings to support acquisitions and share repurchases. The interest coverage ratio (earnings before income taxes plus interest expense, divided by interest expense) of 11.2X for the first three months of 2018 compares to 9.9X for the first three months of 2017. The increase reflects higher pretax earnings and lower interest expense in the current year.

Operating cash flow from continuing operations for the first three months of 2018 was \$447 million, an increase of \$37 million compared with \$410 million in the prior year, reflecting higher earnings partially offset by an investment in working capital to support higher levels of sales activity. Operating cash flow from continuing operations funded dividends of \$311 million and capital expenditures of \$96 million. Free cash flow from continuing operations of \$351 million (operating cash flow of \$447 million less capital expenditures of \$96 million) increased \$41 million in 2018. Free cash flow from continuing operations was \$310 million in 2017 (operating cash flow of \$410 million less capital expenditures of \$100 million). Divestiture proceeds of \$235 million and increased short-term borrowings were used to fund acquisitions of \$513 million and common stock purchases of \$500 million.

Emerson's financial structure provides the flexibility necessary to achieve its strategic objectives. The Company has been successful in efficiently deploying cash where needed worldwide to fund operations, complete acquisitions and sustain long-term growth. The Company believes that sufficient funds will be available to meet the Company's needs in the foreseeable future through operating cash flow, existing resources, short- and long-term debt capacity or backup credit lines.

## FISCAL 2018 OUTLOOK

The Company's first quarter results reflected continued favorable global economic conditions and solid sales growth in both Automation Solutions and Commercial & Residential Solutions. These favorable trends along with the positive effects of U.S. tax reform support the Company's outlook for full-year fiscal 2018. Consolidated net sales are expected to be up 11 to 13 percent, with underlying sales up 5 to 7 percent, excluding an approximate 4 percent impact from acquisitions and divestitures and 2 percent from currency translation. Automation Solutions net sales are expected to be up 18 to 20 percent, with underlying sales up 6 to 8 percent excluding an approximate 9 percent impact from acquisitions and 3 percent from currency translation. Commercial & Residential Solutions net sales are expected to be up 1 to 3 percent, with underlying sales up 4 to 6 percent, excluding an approximate 5 percent negative impact from acquisitions and divestitures and 2 percent from favorable currency translation. Earnings per share are expected to be \$3.05 to \$3.15, including a \$0.15 per share benefit from the lower U.S. corporate income tax rate on full-year earnings. The outlook also includes the \$0.07 per share net benefit of the tax law change, offset by the \$0.04 per share loss on the residential storage divestiture and \$0.03 per share from first year acquisition accounting charges. The Company expects operating cash flow of \$2.9 billion and capital spending of approximately \$575 million. For the second quarter of 2018, consolidated net sales are expected to be up approximately 18 percent, with underlying sales up approximately 7 percent, excluding an approximate 8 percent impact from acquisitions and divestitures and 3 percent from currency.

Statements in this report that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, among others, which are set forth in the "Risk Factors" of Part I, Item 1A, and the "Safe Harbor Statement" of Part II, Item 7, to the Company's Annual Report on Form 10-K for the year ended September 30, 2017 and in subsequent reports filed with the SEC, which are hereby incorporated by reference, as well as the impact of U.S. tax reform as discussed in Note 1 of Notes to Consolidated Financial Statements set forth in Part I, Item 1, of this Quarterly Report on Form 10-Q.

### Item 4. Controls and Procedures

The Company maintains a system of disclosure controls and procedures designed to ensure that information required to be disclosed in its reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported in a timely manner. This system also is designed to ensure information is accumulated and communicated to management, including the Company's certifying officers, to allow timely decisions regarding required disclosure. Based on an evaluation performed, the certifying officers have concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report.

Notwithstanding the foregoing, there can be no assurance that the Company's disclosure controls and procedures will detect or uncover all failures of persons within the Company and its consolidated subsidiaries to report material information otherwise required to be set forth in the Company's reports.

There was no change in the Company's internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities (shares in 000s).

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 2017	—	\$0.00	—	56,930
November 2017	5,007	\$61.65	5,007	51,923
December 2017	2,855	\$67.01	2,855	49,068
Total	7,862	\$63.60	7,862	49,068

In November 2015, the Board of Directors authorized the purchase of up to 70 million shares, and 49.1 million shares remain available.

### Item 6. Exhibits

(a) Exhibits (Listed by numbers corresponding to the Exhibit Table of Item 601 in Regulation S-K).

- 10.1 [Letter Agreement dated November 8, 2017 by and between Emerson Electric Co. and Edgar M. Purvis, incorporated by reference to Emerson Electric Co. Form 8-K filed November 14, 2017, Exhibit 10.1.](#)
- 12 [Ratio of Earnings to Fixed Charges.](#)
- 31 [Certifications pursuant to Exchange Act Rule 13a-14\(a\).](#)
- 32 [Certifications pursuant to Exchange Act Rule 13a-14\(b\) and 18 U.S.C. Section 1350.](#)
- 101 Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Statements of Earnings for the three months ended December 31, 2017 and 2016, (ii) Consolidated Statements of Comprehensive Income for the three months ended December 31, 2017 and 2016, (iii) Consolidated Balance Sheets as of September 30, 2017 and December 31, 2017, (iv) Consolidated Statements of Cash Flows for the three months ended December 31, 2017 and 2016, and (v) Notes to Consolidated Financial Statements for the three months ended December 31, 2017.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMERSON ELECTRIC CO.

By /s/ Frank J. Dellaquila  
Frank J. Dellaquila  
Senior Executive Vice President and Chief Financial Officer  
(on behalf of the registrant and as Chief Financial Officer)  
February 7, 2018

**EMERSON ELECTRIC CO. & SUBSIDIARIES**  
**COMPUTATION OF THE RATIO OF EARNINGS TO FIXED CHARGES**  
(Dollars in Millions)

	Years ended September 30					Three Months Ended December 31, 2017
	2013	2014	2015	2016	2017	
Earnings:						
Earnings from continuing operations before income taxes	\$ 2,491	3,191	3,807	2,316	2,335	\$ 503
Fixed charges	373	355	331	337	304	73
Earnings, as defined	<u>\$ 2,864</u>	<u>3,546</u>	<u>4,138</u>	<u>2,653</u>	<u>2,639</u>	<u>\$ 576</u>
Fixed Charges:						
Interest Expense	\$ 234	218	200	215	201	\$ 49
One-third of all rents	139	137	131	122	103	24
Total fixed charges	<u>\$ 373</u>	<u>355</u>	<u>331</u>	<u>337</u>	<u>304</u>	<u>\$ 73</u>
Ratio of Earnings to Fixed Charges	<u>7.7X</u>	<u>10.0X</u>	<u>12.5X</u>	<u>7.9X</u>	<u>8.7X</u>	<u>7.9X</u>

**Certification**

I, D. N. Farr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerson Electric Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ D. N. Farr

D. N. Farr

Chairman of the Board and

Chief Executive Officer

Emerson Electric Co.

February 7, 2018

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## Certification

I, F. J. Dellaquila, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerson Electric Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ F. J. Dellaquila

F. J. Dellaquila

Senior Executive Vice President and

Chief Financial Officer

Emerson Electric Co.

February 7, 2018

CERTIFICATION PURSUANT TO  
EXCHANGE ACT RULE 13a-14(b) AND  
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Emerson Electric Co. (the "Company") on Form 10-Q for the period ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, D. N. Farr, certify, to the best of my knowledge, pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ D. N. Farr

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D. N. Farr

Chairman of the Board and  
Chief Executive Officer  
Emerson Electric Co.  
February 7, 2018

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CERTIFICATION PURSUANT TO  
EXCHANGE ACT RULE 13a-14(b) AND  
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Emerson Electric Co. (the "Company") on Form 10-Q for the period ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, F. J. Dellaquila, certify, to the best of my knowledge, pursuant to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ F. J. Dellaquila

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F. J. Dellaquila

Senior Executive Vice President and

Chief Financial Officer

Emerson Electric Co.

February 7, 2018