

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ASHMORE CRAIG W</u> (Last) (First) (Middle) <u>EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT AVENUE</u> (Street) <u>ST. LOUIS</u> <u>MO</u> <u>63136</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO</u> [<u>EMR</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2012</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Exec. VP - Planning & Develop.</u>
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	(A) or (D)	Price			
Common Stock	11/09/2012		M ⁽¹⁾		10,000 ⁽¹⁾	A	\$31.6275	159,138	D	
Common Stock	11/09/2012		F ⁽²⁾		6,300 ⁽²⁾	D	\$50.2	152,838	D	
Common Stock	11/09/2012		F ⁽³⁾		1,571 ⁽³⁾	D	\$50.2	151,267	D	
Common Stock								1,503.834	I	401(k) plan
Common Stock								3,586.186	I	401(k) excess plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$31.6275	11/09/2012		M ⁽¹⁾			10,000 ⁽¹⁾	10/05/2005 ⁽⁴⁾	10/05/2014	Common Stock	10,000	(5)	10,000	D	

Explanation of Responses:

- Exercise of 10,000 non-qualified stock options exempt under Rule 16b-3.
- Payment of option exercise price by delivering securities.
- Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- When taken together with the unexercised options reported in this Form 4 having the same grant date, exercise price and expiration date, all such options vested in three equal annual installments beginning on the date indicated.
- Price is not applicable to stock options received as incentive compensation.

Remarks:

/s/ Timothy G. Westman, Attorney-in-Fact for Craig W. Ashmore 11/13/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.