

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>DELLAQUILA FRANK J</u> (Last) (First) (Middle) <u>C/O EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT AVENUE</u> (Street) <u>ST. LOUIS MO 63136</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO [EMR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Exec. VP & CFO</u> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/07/2012		G ⁽¹⁾	V	68,865 ⁽¹⁾	D	(2)	108,180	D	
Common Stock	12/07/2012		G ⁽¹⁾	V	68,865 ⁽¹⁾	A	(2)	84,157	I	Spouse
Common Stock	12/20/2012		G ⁽³⁾	V	225 ⁽³⁾	D	(2)	83,932	I	Spouse
Common Stock	12/20/2012		G ⁽³⁾	V	225 ⁽³⁾	A	(2)	1,845	I	Trust - Son
Common Stock	12/24/2012		G ⁽⁴⁾	V	56,486 ⁽⁴⁾	D	(2)	51,694	D	
Common Stock	12/24/2012		G ⁽⁴⁾	V	56,486 ⁽⁴⁾	A	(2)	56,486	I	FJD 2012 Gift Trust ⁽⁴⁾
Common Stock	12/24/2012		G ⁽⁵⁾	V	75,315 ⁽⁵⁾	D	(2)	8,617	I	Spouse
Common Stock	12/24/2012		G ⁽⁵⁾	V	75,315 ⁽⁵⁾	A	(2)	75,315	I	SRD 2012 Gift Trust ⁽⁵⁾
Common Stock								834,933	I	401(k) plan
Common Stock								2,265.858	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Bona fide gift of 68,865 shares to a trust for the benefit of the Reporting Person's spouse.
- Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- Bona fide gift of 225 shares to a trust for the benefit of the Reporting Person's son.
- Bona fide gift of 56,486 shares to The FJD 2012 Gift Trust, a grantor trust for the Reporting Person with the Reporting Person's spouse and descendants as its beneficiaries. The Reporting Person is the trustee of The FJD 2012 Gift Trust.
- Bona fide gift by the Reporting Person's spouse of 75,315 shares to The SRD 2012 Gift Trust, a grantor trust for the Reporting Person's spouse with the Reporting Person's descendants as its beneficiaries. The Reporting Person and the Reporting Person's spouse are co-trustees of The SRD 2012 Gift Trust.

Remarks:

/s/ Timothy G. Westman, Attorney-in-Fact for Frank J. Dellaquila 12/27/2012

** 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.