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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0000032604

Name of Issuer

EMERSON ELECTRIC CO

Jurisdiction of Incorporation/Organization

MISSOURI

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

EMERSON ELECTRIC MANUFACTURING CO

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

EMERSON ELECTRIC CO

Street Address 1

8000 W. FLORISSANT AVENUE

Street Address 2

City

ST LOUIS

State/Province/Country

MISSOURI

ZIP/PostalCode

63136

Phone Number of Issuer

314-553-2000

3. Related Persons

Last Name

Farr

First Name

David

Middle Name

N.

Street Address 1

8000 W. Florissant Avenue

Street Address 2

City

St. Louis

State/Province/Country

MISSOURI

ZIP/PostalCode

63136

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Chairman and Chief Executive Officer

Last Name

Ashmore

First Name

Craig

Middle Name

W.

Street Address 1

8000 W. Florissant Avenue

Street Address 2

City

St. Louis

State/Province/Country

MISSOURI

ZIP/PostalCode

63136

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Executive Vice President - Planning and Development

Last Name

Boersig

First Name

Clemens

Middle Name

A.H.

Street Address 1

Taunusanlage 12

Street Address 2

City

Frankfurt am Main

State/Province/Country

GERMANY

ZIP/PostalCode

D-60325

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bolten	Joshua	B.
Street Address 1	Street Address 2	
1401 I Street, NW	Suite 1120	
City	State/Province/Country	ZIP/PostalCode
Washington	DISTRICT OF COLUMBIA	20005
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Busch III	August	A.
Street Address 1	Street Address 2	
1 Mid Rivers Mall Drive	Suite 210	
City	State/Province/Country	ZIP/PostalCode
St. Peters	MISSOURI	63376
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dellaquila	Frank	J.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/PostalCode
St. Louis	MISSOURI	63136
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Executive Vice President and Chief Financial Officer

Last Name	First Name	Middle Name
Fernandez Gonzalez	Carlos	
Street Address 1	Street Address 2	
Javier Barros Sierra N. 555, Pisa 6	Col. Zedec Santa Fe	
City	State/Province/Country	ZIP/PostalCode
Del. Alvaro Obregon	MEXICO	01210
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Golden	Arthur	F.
Street Address 1	Street Address 2	
Davis Polk & Wardwell	450 Lexington Avenue	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Green	Harriet	J.
Street Address 1	Street Address 2	
6th Floor South Brettenham House	Lancaster Place	
City	State/Province/Country	ZIP/PostalCode
London	UNITED KINGDOM	WC2E 7EN
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Johnson	William	R.
Street Address 1	Street Address 2	
P. O. Box 57	PPG Place Suite 3100	
City	State/Province/Country	ZIP/PostalCode
Pittsburgh	PENNSYLVANIA	15230
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Levatich	Matthew	S.
Street Address 1	Street Address 2	
3700 West Juneau Avenue		
City	State/Province/Country	ZIP/PostalCode
Milwaukee	WISCONSIN	53208
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Monser	Edward	L.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/PostalCode
St. Louis	MISSOURI	63136
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

President and Chief Operating Officer

Last Name	First Name	Middle Name
Peters	Charles	A.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/PostalCode
St. Louis	MISSOURI	63136
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Senior Executive Vice President

Last Name	First Name	Middle Name
Prueher	Joseph	W.
Street Address 1	Street Address 2	
833 East Sparrow Road		
City	State/Province/Country	ZIP/PostalCode
Virginia Beach	VIRGINIA	23464
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schlueter	Richard	J.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/PostalCode
St. Louis	MISSOURI	63136
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Vice President, Controller and Chief Accounting Officer

Last Name	First Name	Middle Name
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Stephenson	Randall	L.
Street Address 1	Street Address 2	
208 S. Akard Street	Suite 3700	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75202
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Steeves	Frank	L.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/PostalCode
St. Louis	MISSOURI	63136
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Executive Vice President, Secretary and General Counsel

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input checked="" type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input checked="" type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|-----------------------------------|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
|--|-----------------------------------|

☐ Rule 504 (b)(1)(i)
☐ Rule 504 (b)(1)(ii)
☐ Rule 504 (b)(1)(iii)

☒ Rule 506
☐ Securities Act Section 4(5)
☐ Investment Company Act Section 3(c)
☐ Section 3(c)(1)
☐ Section 3(c)(2)
☐ Section 3(c)(3)
☐ Section 3(c)(4)
☐ Section 3(c)(5)
☐ Section 3(c)(6)
☐ Section 3(c)(7)
☐ Section 3(c)(9)
☐ Section 3(c)(10)
☐ Section 3(c)(11)
☐ Section 3(c)(12)
☐ Section 3(c)(13)
☐ Section 3(c)(14)

7. Type of Filing

☐ New Notice Date of First Sale [1992-09-18](#) ☐ First Sale Yet to Occur
☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

☐ Equity
☒ Debt
☐ Option, Warrant or Other Right to Acquire Another Security
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
☐ Pooled Investment Fund Interests
☐ Tenant-in-Common Securities
☐ Mineral Property Securities
☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$[250,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Barclays Capital Inc.	19714	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Barclays Capital Inc.	19714	
Street Address 1	Street Address 2	
745 Seventh Avenue		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Goldman Sachs and Co.	361	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Goldman Sachs and Co.	361	
Street Address 1	Street Address 2	
85 Broad Street		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10004

State(s) of Solicitation (select all that apply) ☒ All States
Check "All States" or check individual States

☐ Foreign/non-US

Recipient Bank of America (Associated) Broker or Dealer <input type="checkbox"/> None Banc of America Securities LLC Street Address 1 600 Montgomery Street City San Francisco State(s) of Solicitation (select all that apply) <input checked="" type="checkbox"/> All States Check "All States" or check individual States	Recipient CRD Number <input type="checkbox"/> None 26091 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 26091 Street Address 2 State/Province/Country CALIFORNIA ZIP/Postal Code 94111
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Recipient Morgan Stanley & Co. Incorporated (Associated) Broker or Dealer <input type="checkbox"/> None JP Morgan Chase Bank Street Address 1 1585 Broadway City New York State(s) of Solicitation (select all that apply) <input checked="" type="checkbox"/> All States Check "All States" or check individual States	Recipient CRD Number <input type="checkbox"/> None 8209 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 8209 Street Address 2 State/Province/Country NEW YORK ZIP/Postal Code 10036
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Recipient J.P. Morgan Securities Inc. (Associated) Broker or Dealer <input type="checkbox"/> None J.P. Morgan Securities Inc. Street Address 1 270 Park Avenue - 9th Floor City New York State(s) of Solicitation (select all that apply) <input checked="" type="checkbox"/> All States Check "All States" or check individual States	Recipient CRD Number <input type="checkbox"/> None 18718 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 18718 Street Address 2 State/Province/Country NEW YORK ZIP/Postal Code 10017
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Recipient Wells Fargo Securities, LLC (Associated) Broker or Dealer <input type="checkbox"/> None Wells Fargo Securities, LLC Street Address 1 550 South Tryon Street City Charlotte State(s) of Solicitation (select all that apply) <input checked="" type="checkbox"/> All States Check "All States" or check individual States	Recipient CRD Number <input type="checkbox"/> None 126292 (Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 126292 Street Address 2 5th Floor, MAC D1086-051 State/Province/Country NORTH CAROLINA ZIP/Postal Code 28202
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13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite
Total Amount Sold [\\$1,033,000,000](#) USD
Total Remaining to be Sold USD or ☒ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

200

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$650,000 USD ☒ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Amount is estimated, annualized sales commission based on size of program.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

The proceeds of the offering are to be used for general working capital purposes of Issuer.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EMERSON ELECTRIC CO	/s/ David J. Rabe	David J. Rabe	Vice President and Treasurer	2013-04-12

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.