

## 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

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

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>STEEVES FRANK L</u>  (Last) (First) (Middle) <u>C/O EMERSON ELECTRIC CO.</u> <u>8000 W. FLORISSANT AVE.</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 [ EMR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2013</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) <u>Exec. VP, Secy &amp; Gen. Counsel</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/05/2013		A <sup>(1)</sup>		31,948	A	(2)	116,725	D	
Common Stock								1,030.462	I	401(k) plan
Common Stock								3,125.419	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				
Restricted Stock Units <sup>(3)</sup>	(4)	11/05/2013		A <sup>(3)</sup>		40,920 <sup>(3)</sup>		(3)	(3)	Common Stock	40,920	(2)	40,920	D	

## Explanation of Responses:

1. Acquisition of 31,948 shares pursuant to Rule 16b-3 upon payout of 60% (61,380 units) of earned performance share award under shareholder-approved benefit plan. The payout was based on the level of achievement of financial targets for the performance period ended September 30, 2013. Of these 61,380 units, 31,948 units were paid in shares of Issuer stock, with the remaining 29,432 units paid in cash to cover the reporting person's tax obligations.
2. Price is not applicable to acquisitions described in Note 1 and Note 3.
3. Acquisition of 40,920 restricted stock units pursuant to Rule 16b-3 upon payout of 40% of earned performance share award under shareholder-approved benefit plan described in Note 1. The restricted stock units are subject to a one-year vesting period.
4. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

## Remarks:

/s/ John G. Shively, Attorney-in-Fact for Frank L. Steeves 11/07/2013

\*\* 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.