

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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>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>12/18/2013</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) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	12/03/2013		G <sup>(1)</sup>	V	1,000 <sup>(1)</sup>	D	(3)	115,725	D	
Common Stock	12/13/2013		G <sup>(2)</sup>	V	1,000 <sup>(2)</sup>	D	(3)	114,725	D	
Common Stock	12/18/2013		S		3,000	D	\$67	111,725	D	
Common Stock	12/19/2013		M <sup>(4)</sup>		1,875 <sup>(4)</sup>	A	\$53.31	113,600	D	
Common Stock	12/19/2013		M <sup>(4)</sup>		6,990 <sup>(4)</sup>	A	\$42.91	120,590	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				
Employee Stock Option (Right to Buy)	\$53.31	12/19/2013		M <sup>(4)</sup>			1,875 <sup>(4)</sup>	10/04/2011 <sup>(5)</sup>	10/04/2020	Common Stock	1,875	(6)	108,125	D	
Employee Stock Option (Right to Buy)	\$42.91	12/19/2013		M <sup>(4)</sup>			6,990 <sup>(4)</sup>	04/03/2008 <sup>(5)</sup>	04/03/2017	Common Stock	6,990	(6)	83,010	D	

## Explanation of Responses:

- Bona fide gift of 1,000 shares to Reporting Person's daughter.
- Bona fide gift by the Reporting Person of 1,000 shares to the Emerson Directors' and Officers' Charitable Trust.
- Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.
- Exercise of incentive stock options exempt under Rule 16b-3.
- When taken together with any previously exercised options and the unexercised options reported in this Form 4 having the same grant date, exercise price and expiration date, all such options together vested in three equal annual installments beginning on the date indicated.
- Price is not applicable to stock options received as incentive compensation.

## Remarks:

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

12/20/2013

\*\* 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.