SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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 [*] Train Michael H.			2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2016	3. Issuer Name and Ticker or Trading Symbol <u>EMERSON ELECTRIC CO</u> [EMR]				
(Last) (First) (Middle) 8000 W. FLORISSANT AVE.			4. Relationship of Reporting Person(s (Check all applicable) Director X Officer (give title below)		10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) ST. LOUIS (City)	MO (State)	63136 (Zip)			Executive Vice	President	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	116,490	D	
Common Stock	9,339.34	Ι	401(k) plan
Common Stock	408.168	Ι	401(k) excess plan
Common Stock	405.485	Ι	Profit Sharing Plan

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	10/01/2008 ⁽¹⁾	10/01/2017	Common Stock	10,000	53.835	D	
Employee Stock Option (Right to Buy)	08/04/2009 ⁽¹⁾	08/04/2018	Common Stock	5,000	48.3	D	
Employee Stock Option (Right to Buy)	02/19/2010 ⁽¹⁾	02/19/2019	Common Stock	12,000	30.025	D	
Employee Stock Option (Right to Buy)	10/04/2011 ⁽¹⁾	10/04/2020	Common Stock	18,000	53.31	D	
Employee Stock Option (Right to Buy)	10/01/2014 ⁽¹⁾	10/01/2023	Common Stock	22,000	65.07	D	
Employee Stock Option (Right to Buy)	11/03/2016 ⁽¹⁾	11/03/2025	Common Stock	22,000	49.64	D	

Explanation of Responses:

1. Options become exercisable in three equal installments beginning on the date indicated.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney for Michael H. Train

/s/ John G. Shively, Attorney-infact for Michael H. Train

10/14/2016

** 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 5 (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.

OMB APPROVAL

SECTION 16 POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of S. Y. Bosco, F. J. Dellaquila, D. J. Rabe, J. G. Shively and J. H. Thomasson and their successors in office and designees, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Emerson Electric Co. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorneyfact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed of this 5th day of October, 2016.

/s/ Michael H. Train

Michael H. Train