

**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

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

<b>1. Name and Address of Reporting Person*</b> <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</u> <u>MO</u> <u>63136</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EMERSON ELECTRIC CO [ EMR ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/11/2019</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Senior Exec. VP and CFO</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> 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	11/11/2019		M <sup>(1)</sup>		46,563 <sup>(1)</sup>	A	\$53.31	278,803	D	
Common Stock	11/11/2019		F <sup>(2)</sup>		5,746 <sup>(2)</sup>	D	\$73.605	273,057	D	
Common Stock	11/11/2019		S		40,817	D	\$73.7305 <sup>(3)</sup>	232,240	D	
Common Stock	11/12/2019		S <sup>(8)</sup>		2,000 <sup>(8)</sup>	D	\$74.3946	230,240	D	
Common Stock	11/12/2019		G <sup>(9)</sup>	V	1,500 <sup>(9)</sup>	D	(10)	228,740	D	
Common Stock								376	I	401(k) plan
Common Stock								1,912	I	401(k) excess plan
Common Stock								8,442	I	Spouse
Common Stock								56,486	I	FJD 2012 Gift Trust <sup>(4)</sup>
Common Stock								75,315	I	SRD 2012 Gift Trust <sup>(5)</sup>

**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	11/11/2019		M <sup>(1)</sup>			46,563	10/04/2011 <sup>(6)</sup>	10/04/2020	Common Stock	46,563	(7)	0	D	

**Explanation of Responses:**

- Exercise of 46,563 non-qualified stock options exempt under Rule 16b-3.
- Shares withheld for taxes exempt under Rule 16b-3 resulting from nonqualified stock option exercise.
- The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.63 to \$73.88. The Reporting Person undertakes to provide Emerson Electric Co., any securityholder of Emerson Electric Co. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- 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.
- 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.
- When taken together with previously exercised options 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.
- Shares were sold as part of a gift of the proceeds to family members.
- Bona fide gift by the Reporting Person of 1,500 shares to the Emerson Directors' and Officers' Charitable Trust.
- Price is not applicable to acquisitions or dispositions resulting from bona fide gifts.

**Remarks:**

/s/ John A. Sperino, as Attorney-in-Fact for Frank J. Dellaquila 11/13/2019

\*\* 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.

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