

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 2

PCD Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

69318P106

(CUSIP Number)

August 18, 1998

(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this
schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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1. NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Emerson Electric Co. 43-0259330

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER:	2,068,080 shares*
	6.	SHARED VOTING POWER	0
	7.	SOLE DISPOSITIVE POWER	2,068,080 shares*
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,068,080 shares*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.07%

12. TYPE OF REPORTING PERSON

C0
=====

* See Item 4 for additional information

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Item 1(a). Name of Issuer:

PCD Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2 Technology Drive, Centennial Park
Peabody, Massachusetts 01960-7977

Item 2(a). Name of Person Filing:

Emerson Electric Co.

Item 2(b). Address of Principal Business Office or, if None, Residence:

8000 W. Florissant Avenue, P.O. Box 4100
St. Louis, Missouri 63136

Item 2(c). Citizenship:

Missouri

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

69318P106

Item 3. If This Statement is Filed Pursuant to Rules 13d-1(b), or
13d-2(b) or (c) , Check Whether the Person Filing is a:

Not applicable

Item 4. Ownership.

(a) Amount beneficially owned:

2,068,080 shares - includes 743,280 shares held by
InnoVen III Corporation, a wholly-owned subsidiary of
Emerson Electric Co., and 150,000 shares subject to a
currently exercisable common stock purchase warrant
held by Emerson Electric Co.

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(b) Percent of class:

24.07%.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

2,068,080 shares (includes 150,000 shares not
outstanding)

(ii) Shared power to vote or to direct the vote:

0 shares

(iii) Sole power to dispose or to direct the disposition
of:

2,068,080 shares (includes 150,000 shares not
outstanding)

(iv) Shared power to dispose or to direct the disposition of:

0 shares

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 18, 1999

(Date)

(Signature)

W.J. Galvin
Senior Vice President- Finance and Chief
Financial Officer

(Name/Title)