

DELLAQUILA FRANK J

Form 4

February 14, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DELLAQUILA FRANK J

(Last) (First) (Middle)

C/O EMERSON ELECTRIC  
CO., 8000 W. FLORISSANT  
AVENUE

(Street)

ST. LOUIS, MO 63136

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

EMERSON ELECTRIC CO [EMR]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/12/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Exec. VP &amp; CFO

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/12/2013                              |                                                             | M <sup>(1)</sup>                     | V Amount<br>(1) 10,000<br>(A) or<br>(D) A Price<br>\$ 31.6275           | 61,694                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/12/2013                              |                                                             | F <sup>(2)</sup>                     | (2) 5,452<br>D \$ 58.005                                                | 56,242                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/12/2013                              |                                                             | F <sup>(3)</sup>                     | (3) 92 D \$ 58.005                                                      | 56,150                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 8,617                                                                                                              | I                                                                       | Spouse                                                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,845                                                                                                              | I                                                                       | Trust-Son                                                         |

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|              |           |   |                            |
|--------------|-----------|---|----------------------------|
| Common Stock | 56,486    | I | FJD 2012 Gift Trust<br>(5) |
| Common Stock | 75,315    | I | SRD 2012 Gift Trust<br>(6) |
| Common Stock | 967.327   | I | 401(k) plan                |
| Common Stock | 2,634.397 | I | 401(k) excess plan         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 31.6275                                             | 02/12/2013                           |                                                    | M <sup>(1)</sup>               |                                                                                         | 10,000 <sup>(1)</sup>                                    |     | 10/05/2005 <sup>(4)</sup>                                   | 10/05/2014      | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer        | Other |
| DELLAQUILA FRANK J<br>C/O EMERSON ELECTRIC CO.<br>8000 W. FLORISSANT AVENUE<br>ST. LOUIS, MO 63136 |               |           | Exec. VP & CFO |       |

## Signatures

/s/ John G. Shively, Attorney-in-Fact for Frank J.  
Dellaquila

02/14/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Exercise of 9,480 incentive stock options and 520 non-qualified stock options exempt under Rule 16b-3.
- (2) Payment of option exercise price by delivering securities.
- (3) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (4) The options vested in three equal annual installments beginning on the date indicated.
- (5) 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.
- (6) 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.
- (7) Price is not applicable to stock options received as incentive compensation.

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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