

Train Michael H.
Form 4
August 31, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Train Michael H.

(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)

08/29/2018

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. Pres. Auto. Sols.

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 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)
Common Stock	08/29/2018		M ⁽¹⁾	(A) or (D) A	12,000 (1) \$ 30.025	133,626	D
Common Stock	08/29/2018		F ⁽²⁾	(A) or (D) D	4,704 (2) \$ 76.58	128,922	D
Common Stock	08/29/2018		F ⁽³⁾	(A) or (D) D	1,493 (3) \$ 76.58	127,429	D
Common Stock					713.94	I	Profit Sharing Plan
					9,843.75	I	

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Common Stock							401(k) plan
Common Stock				771.921	I		401(k) excess plan

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

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(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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 30.025	08/29/2018		M ⁽¹⁾	12,000 ⁽¹⁾	02/19/2010 ⁽⁴⁾ 02/19/2019	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Train Michael H. C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136	Director 10% Owner Officer Other Exec. Pres. Auto. Sols.

Signatures

/s/ John A. Sperino, Attorney-in-Fact for Michael H.
Train

08/31/2018

____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 8,022 non-qualified stock options and 3,978 incentive 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 nonqualified stock option exercise.
- (4) The options vested in three equal annual installments beginning on the date indicated.
- (5) 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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