

DELLAQUILA FRANK J
Form 4
August 16, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
EMERSON ELECTRIC CO [EMR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EMERSON ELECTRIC CO., 8000 W. FLORISSANT AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Exec. VP and CFO

(Street)
ST. LOUIS, MO 63136

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	08/14/2018		M ⁽¹⁾		15,000 ₍₁₎	A	\$ 30.025 201,643 D
Common Stock	08/14/2018		F ⁽²⁾		2,708 ₍₂₎	D	\$ 73.835 198,935 D
Common Stock	08/14/2018		F ⁽³⁾		1,502 ₍₃₎	D	\$ 73.835 197,433 D
Common Stock	08/14/2018		M ⁽⁴⁾		48,437 ₍₄₎	A	\$ 53.31 245,870 D
Common Stock	08/14/2018		F ⁽²⁾		1,353 ₍₂₎	D	\$ 73.835 244,517 D

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Common Stock	08/14/2018	F ⁽³⁾	5,870 <u>(3)</u>	D	\$ 73.835	238,647	D	
Common Stock	08/14/2018	S	47,530	D	\$ 73.9121 <u>(5)</u>	191,117	D	
Common Stock						8,442	I	Spouse
Common Stock						242	I	401(k) plan
Common Stock						1,148	I	401(k) excess plan
Common Stock						56,486	I	FJD 2012 Gift Trust ⁽⁶⁾
Common Stock						75,315	I	SRD 2012 Gift Trust ⁽⁷⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.025	08/14/2018		M ⁽¹⁾	15,000 <u>(1)</u>	02/19/2010 ⁽⁸⁾	02/19/2019	Common Stock	15,000
Employee Stock Option	\$ 53.31	08/14/2018		M ⁽⁴⁾	48,437 <u>(4)</u>	10/04/2011 ⁽⁸⁾	10/04/2020	Common Stock	48,437

(Right to Buy)

Reporting Owners

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

Signatures

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

08/16/2018

__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 8,340 non-qualified stock options and 6,660 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 non-qualified stock option exercise.

(4) Exercise of 46,562 non-qualified stock options and 1,875 incentive stock options exempt under Rule 16b-3.

(5) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.66 to \$74.08. 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.

(6) 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.

(7) 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.

(8) The options vested in three equal annual installments beginning on the date indicated.

(9) 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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