

STEEVES FRANK L
Form 4
December 31, 2012

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 *
STEEVES FRANK L

(Last) (First) (Middle)

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

(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)

12/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP, Secy & Gen. Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/27/2012		M ⁽¹⁾		43,334 ⁽¹⁾ A \$ 30.025	128,111	D
Common Stock	12/27/2012		F ⁽²⁾		6,722 ⁽²⁾ D \$ 52.835	121,389	D
Common Stock	12/27/2012		M ⁽³⁾		10,000 ⁽³⁾ A \$ 42.91	131,389	D
Common Stock	12/27/2012		F ⁽²⁾		798 ⁽²⁾ D \$ 52.835	130,591	D
Common Stock	12/27/2012		S		\$ 52.4138 ⁽⁴⁾ D	84,777	D

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Common Stock	850.774	I	401(k) plan
Common Stock	2,556.101	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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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	12/27/2012		M ⁽¹⁾	43,334 ₍₁₎	02/19/2010 ⁽⁵⁾ 02/19/2019	Common Stock	43,334	
Employee Stock Option (Right to Buy)	\$ 42.91	12/27/2012		M ⁽³⁾	10,000 ₍₃₎	04/03/2008 ⁽⁵⁾ 04/03/2017	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEVES FRANK L C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVE. ST. LOUIS, MO 63136			Exec. VP, Secy & Gen. Counsel	

Signatures

/s/ Timothy G. Westman, Attorney-in-Fact for Frank L.
Steeves

12/31/2012

__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 6,660 incentive stock options and 36,674 non-qualified stock options exempt under Rule 16b-3.
- (2) Shares withheld for taxes exempt under Rule 16b-3 resulting from non-qualified stock option exercise.
- (3) Exercise of 10,000 non-qualified stock options exempt under Rule 16b-3.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.10 to \$52.78. The reporting person undertakes to provide Emerson Electric Co., any security holder 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.
- (4)
 - (5) When taken together with previously exercised options and the unexercised options reported in this Form 4 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.
 - (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.