

GALVIN WALTER J
Form 4
November 14, 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 *
GALVIN WALTER 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)
11/12/2012

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)
Vice Chairman

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	11/12/2012		S	35,000 D \$ 50.5	21,660	I	Galvin Family Trust ⁽¹⁾
Common Stock	11/12/2012		J ⁽²⁾	V 154,000 ⁽²⁾ D 0		I	JGM Investors, LP ⁽⁴⁾
Common Stock	11/12/2012		J ⁽²⁾	V 154,000 ⁽²⁾ A 0	175,660	I	Galvin Family Trust ⁽¹⁾
Common	11/12/2012		G ⁽⁵⁾	V 144,410 D 0	29,136	D	

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Stock			(5)						
Common Stock	11/12/2012	G ⁽⁵⁾	V	144,410 (5)	A	(3)	163,614	I	Spouse
Common Stock	11/13/2012	G ⁽⁷⁾	V	9,548 (6)	D	(3)	19,588	D	
Common Stock							185,127	I	JGM Investors II, LP (7)
Common Stock							13,223.009	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALVIN WALTER J C/O EMERSON ELECTRIC CO. 8000 W. FLORISSANT AVENUE ST. LOUIS, MO 63136	X		Vice Chairman	

Signatures

/s/ Timothy G. Westman, Attorney-in-fact for Walter J.
Galvin

11/14/2012

__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) The Reporting Person disclaims beneficial ownership in the shares held by The Galvin Family Trust that are beneficially owned by his children. See Note 4 for more information regarding The Galvin Family Trust.
 - (2) Partnership distribution of 154,000 shares from JGM Investors, LP to The Galvin Family Trust.
 - (3) Price is not applicable to acquisitions or dispositions resulting from a distribution of partnership assets or bona fide gifts.

JGM Investors, LP is a limited partnership of which The Galvin Family Trust and the Reporting Person's spouse are the general partners. The Galvin Family Trust is the controlling general partner of JGM Investors, LP. The Reporting Person's children are the trustees of The

- (4) Galvin Family Trust and the Reporting Person's spouse and children are the beneficiaries. The Galvin Family Trust has a 99.9% limited partnership interest in JGM Investors, LP. The Reporting Person disclaims beneficial ownership in the shares held by JGM Investors, LP that are beneficially owned by his children.
- (5) Bona fide gift of 144,410 shares from the Reporting Person to the Reporting Person's spouse.
- (6) Bona fide gift by the Reporting Person to the Emerson Directors' and Officers' Charitable Trust.

- (7) JGM Investors II, LP is a limited partnership in which The Galvin Family Trust II has a 99.7% limited partnership interest and the Reporting Person's children each have a 0.10% general partnership interest. The Reporting Person is the trustee of The Galvin Family Trust II and the Reporting Person and the Reporting Person's children are the beneficiaries. The Reporting Person disclaims beneficial ownership in the interests in JGM Investors II, LP that are beneficially owned by his children.

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.