

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. RETIREMENT PLAN</u>		1b Three-digit plan number (PN) ▶ <u>003</u>
			1c Effective date of plan <u>04/01/2005</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	<u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC.</u> <u>PO BOX 4100</u> <u>8000 W. FLORISSANT STA. 2560</u> <u>SAINT LOUIS, MO 63136-8506</u>		2b Employer Identification Number (EIN) <u>43-1897522</u>
			2c Sponsor's telephone number <u>314-553-2000</u>
			2d Business code (see instructions) <u>335900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/11/2013</u>	<u>JAN L. BANSCH</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. PO BOX 4100 8000 W. FLORISSANT STA. 2560 SAINT LOUIS, MO 63136-8506	3b Administrator's EIN 43-1897522
	3c Administrator's telephone number 314-553-2000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	818
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	634
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	122
d Subtotal. Add lines 6a , 6b , and 6c	6d	758
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	763
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	728
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>43-1897522</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: EMERSON ELECTRIC CO. MASTER TRUST

b Name of sponsor of entity listed in (a): EMERSON ELECTRIC CO.

c EIN-PN <u>43-0259330-120</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9836855</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012		
A Name of plan EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC.	D Employer Identification Number (EIN) 43-1897522	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1343722	1223883
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	8235060	9836855
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9578782	11060738

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9578782	11060738
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1223883	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1223883
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		885600
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2109483

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	627352	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		627352
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	175	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		175
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		627527

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1481956
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON, LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC.</u>	D Employer Identification Number (EIN) <u>43-1897522</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan

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We were engaged to audit the financial statements of the Emerson Network Power, Energy Systems, North America, Inc. Retirement Plan (the Plan) as of September 30, 2012 and 2011, and for the year ended September 30, 2012, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note G, which was certified by Vanguard Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of September 30, 2012 and 2011, and for the year ended September 30, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Chicago, Illinois
June 21, 2013



Grant Thornton

Financial Statements and Report of Independent
Certified Public Accountants

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan**

September 30, 2012 and 2011

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Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Chicago, Illinois
June 21, 2013

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
September 30,**

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value		
Interest in Emerson Electric Co. Master Trust (note C)	\$10,067,265	\$8,429,047
Receivables		
Company contributions	<u>1,223,883</u>	<u>1,343,722</u>
Net assets available for benefits at fair value before adjustment	11,291,148	9,772,769
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(230,410)</u>	<u>(193,987)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$11,060,738</u>	<u>\$9,578,782</u>

The accompanying notes are an integral part of these statements.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended September 30, 2012**

Additions	
Company contributions	\$ 1,223,883
Investment income	
Plan interest in Emerson Electric Co. Master Trust	<u>885,600</u>
net investment income	
Total additions	2,109,483
Deductions	
Benefits paid to participants	627,352
Administrative fees	<u>175</u>
Total deductions	<u>627,527</u>
NET INCREASE	1,481,956
Net assets available for benefits	
Beginning of year	<u>9,578,782</u>
End of year	<u>\$11,060,738</u>

The accompanying notes are an integral part of this statement.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS
September 30, 2012 and 2011**

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Emerson Network Power, Energy Systems, North America, Inc. Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a combined defined contribution money purchase pension plan available to qualifying employees of Emerson Network Power, Energy Systems, North America, Inc. (the Company), a wholly owned subsidiary of Emerson. An employee is eligible to participate in the Plan on the first entry date after he or she has met the Plan's service requirements. An employee must meet the minimum age requirement of 18 years of age and be considered an employee as defined by the Plan document. The Company is the Plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

The Company makes contributions in an amount equal to 1.5% of participants' eligible compensation on behalf of active participants who have completed at least 501 hours of service during the Plan year. Participants who were hired prior to April 1, 2002, receive an additional 2.5% contribution based on eligible compensation, for a total contribution equal to 4% of compensation. In addition, participants hired prior to April 1, 2002, receive a contribution equal to 2% of eligible compensation earned in excess of the Social Security Wage Base in effect at the beginning of the Plan year. Company contributions are allocated to participants' accounts following the end of the Plan year.

Participant Accounts

Participants may direct the investment of their account balances into various investment options offered by the Plan. Each participant's account is credited with Company contributions and earnings thereon. Earnings are allocated pro rata based on the value of the participant's account in an investment fund related to the total assets in the fund as of the earnings determination date.

Notes Receivable from Participants

Loans to participants are currently not allowed in the Plan.

Vesting

Participants vest in Company contributions after completing three years of service. For purposes of vesting service, a year is defined as each consecutive 12-month period ending on the anniversary of a participant's hire date during which the participant completes at least 501 hours of service.

Payment of Benefits

Participants are eligible for benefit distributions upon retirement, disability, death or termination of employment. Upon termination due to normal retirement, death or total and permanent disability, the entire balance in a participant's account becomes 100% vested. The normal form of distribution per the terms of

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

the Plan is a life insurance contract containing an automatic survivor benefit. The normal benefit form is a joint and survivor annuity for married participants and a single annuity for non-married participants. Participants may also elect to receive a lump-sum payment.

Forfeitures

Forfeitures of a terminated participant's accounts and earnings thereon are held in a suspense account until the terminated participant has completed five one-year breaks in service. Forfeitures are then used to reduce future Company contributions. The 2012 Company contribution was offset by \$11,171 in forfeited participant account funds. The balance in the forfeiture account at September 30, 2012 and 2011, was \$8,484 and \$24,561, respectively.

Administrative Expenses

The Plan is administered by a Management Review Committee (MRC) appointed by authority of the Company's board of directors. The MRC, with the approval of the board of directors, has appointed a trustee to manage and maintain the Plan's assets in accordance with a trust agreement. The costs incurred in administering the Plan, including expenses of the Plan administrator, custodian and counsel, are paid by the Company. Investment expenses are paid by the Plan.

Investment Options

Participants designate, in increments of 1%, the percentage of their total contribution to be invested in any of the Plan's investment funds.

The Plan utilizes Vanguard Group, Inc. (Vanguard) as administrator and record keeper, and Vanguard Trust Company is the trustee of the Plan. The Plan, through its participation in the Emerson Electric Co. Master Trust (the Master Trust), currently offers the Emerson common stock fund, which invests in Emerson's common stock, the Emerson Stable Value Fund, which consists mainly of investment contracts or similar investments issued by insurance companies, banks and similar financial institutions, various mutual funds and commingled funds.

All funds may invest in cash equivalents as temporary investments and to maintain liquidity. Participants may change their investment options at any time. Participants may transfer (subject to certain restrictions on transfers into or out of the Emerson common stock fund by the Company's executive officers), in 1% increments, all or part of an existing account balance in a fund among the other investment funds to the extent permitted by the underlying investment contracts. Transfers may be made up to six times per quarter.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

Adoption of New Accounting Guidance

In May 2011, the Financial Accounting Standards Board issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for periods beginning after December 15, 2011. Plan management is in the process of determining disclosure impact on the financial statements.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the use of estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from those estimates.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Investment Valuation

The Plan's investments, through its participation in the Master Trust, are stated at fair value. See notes C and D regarding investments in the Master Trust.

Risks and Uncertainties

The Master Trust utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

NOTE C - INVESTMENT IN MASTER TRUST

Each participating plan's interest in the funds of the Master Trust is based on participant-directed account balances. At September 30, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was 0.25% for both years. Investment income and expenses relating to the Master Trust are allocated to the Plan based on balances invested in the Master Trust.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

The Plan's investments in the Master Trust are stated at fair value. The fair value of mutual funds and Emerson common stock are based on quoted market prices. Cash is stated at cost, which approximates fair value. Shares of collective funds are valued at the net asset value of shares held by the Plan at year-end, which is derived from either broker/dealer quotation or market-observed pricing for the underlying assets. There are no restrictions on the redemption of these investments. Contracts with insurance companies are valued at fair value determined by the discounted cash flows expected to be received from the contracts, based on market-derived yields for instruments with familiar duration and issuer credit rating. The cost of investments held under the Plan is determined using the average cost method of accounting. The Plan has no unfunded commitments related to these assets.

The Stable Value Fund includes investment contracts with insurance companies, which are fixed income, fully benefit-responsive contracts known as synthetic guaranteed investment contracts (synthetic GICs). Synthetic GICs are designed to preserve principal, provide a stable rate of interest for Plan participants and ensure that participant-initiated withdrawals will be paid at contract value. Interest rates on synthetic GICs reset quarterly and cannot be less than zero. Assets underlying the synthetic GICs are portfolios of fixed income investments owned by the Plan, which are maintained by a third-party custodian separate from the contract issuer's general assets. The contracts provide that realized and unrealized gains and losses of the underlying assets are not immediately reflected in the value of the Stable Value Fund, but rather are amortized over the remaining duration of the underlying contracts through adjustments to the future interest crediting rate, which is computed based on the current yield to maturity of the covered investments, plus or minus amortization of realized gains or losses at the time of computation. At September 30, 2012 and 2011, the weighted-average yields for the Stable Value Fund were 3.44% and 2.86%, respectively, and net of fees were 3.35% and 2.68%, respectively.

The statements of net assets available for benefits are required to present the fair values of these investment contracts plus an adjustment of the synthetic GICs from fair value to contract value. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses. Certain events can limit the Plan's ability to transact at contract value with the issuers of its investment contracts or may allow for the termination of the contract at less than contract value. Examples of such events include, but are not limited to, default by contract provider, partial or complete legal termination of the Plan, improper communications to participants, group terminations and significant divestitures. The Plan does not believe that the occurrence of any such event is probable.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

The investments of the Master Trust are summarized as follows at September 30:

	2012	2011
Mutual funds		
Equity funds	\$ 553,659,593	\$ 438,471,007
Equity index funds	447,899,587	340,915,673
Balanced index funds	827,502,442	643,417,408
Fixed income funds	192,491,162	155,489,287
Fixed income index funds	<u>107,927,367</u>	<u>88,453,005</u>
Total mutual funds	2,129,480,151	1,666,746,380
Emerson common stock	600,956,874	522,919,335
Collective funds	189,565,322	157,699,948
Contracts with insurance companies	341,171,634	861,146,062
Money market funds	<u>597,837,621</u>	<u>56,834,632</u>
Total Master Trust investments at fair value	<u>\$3,859,011,602</u>	<u>\$3,265,346,357</u>

The net investment income of the Master Trust is as follows for the year ended September 30, 2012:

Investment income	
Net appreciation of mutual funds	\$375,123,558
Net appreciation of Emerson common stock	111,036,511
Net appreciation of contracts with insurance companies and collective funds	37,756,800
Interest	<u>25,124,143</u>
Total Master Trust investment income	<u>\$549,041,012</u>

NOTE D - FAIR VALUE MEASUREMENTS

Under Accounting Standards Codification 820, “*Fair Value Measurements and Disclosures*,” there exists a formal hierarchy and framework for measuring fair value and making disclosures about fair value measurements and the reliability of valuation inputs. Measurement assumes the transaction to sell an asset or transfer a liability occurs in the principal or at least the most advantageous market for that asset or liability. Within the hierarchy, Level 1 instruments use observable market prices for the identical item in active markets and have the most reliable valuations. Level 2 instruments are valued through broker/dealer quotation or through market-observable inputs for similar items in active markets, including forward and spot prices, interest rates and volatilities. Level 3 instruments are valued using inputs not observable in an active market, such as entity-developed future cash flow estimates, and are considered the least reliable.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

The tables below categorize the Master Trust's investments by level, within the fair value hierarchy, as of September 30:

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Equity funds	\$ 553,659,593	\$ -	\$ -	\$ 553,659,593
Equity index funds	447,899,587	-	-	447,899,587
Balanced index funds	827,502,442	-	-	827,502,442
Fixed income funds	192,491,162	-	-	192,491,162
Fixed income index funds	<u>107,927,367</u>	<u>-</u>	<u>-</u>	<u>107,927,367</u>
Total mutual funds	2,129,480,151	-	-	2,129,480,151
Emerson common stock	600,956,874	-	-	600,956,874
Collective funds	-	189,565,322	-	189,565,322
Contracts with insurance companies	-	341,171,634	-	341,171,634
Money market funds	<u>597,837,621</u>	<u>-</u>	<u>-</u>	<u>597,837,621</u>
Investments at fair value	<u>\$3,328,274,646</u>	<u>\$ 530,736,956</u>	<u>\$ -</u>	<u>\$3,859,011,602</u>
	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Equity funds	\$ 438,471,007	\$ -	\$ -	\$ 438,471,007
Equity index funds	340,915,673	-	-	340,915,673
Balanced index funds	643,417,408	-	-	643,417,408
Fixed income funds	155,489,287	-	-	155,489,287
Fixed income index funds	<u>88,453,005</u>	<u>-</u>	<u>-</u>	<u>88,453,005</u>
Total mutual funds	1,666,746,380	-	-	1,666,746,380
Emerson common stock	522,919,335	-	-	522,919,335
Collective funds	-	157,699,948	-	157,699,948
Contracts with insurance companies	-	861,146,062	-	861,146,062
Money market funds	<u>56,834,632</u>	<u>-</u>	<u>-</u>	<u>56,834,632</u>
Investments at fair value	<u>\$2,246,500,347</u>	<u>\$1,018,846,010</u>	<u>\$ -</u>	<u>\$3,265,346,357</u>

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

NOTE E - TAX STATUS

The Plan has not received a determination letter since its inception on April 1, 2005. The Plan has been amended since inception. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement dates.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE F - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to amend and terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, participants will become fully vested.

NOTE G - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee of the Plan has certified that the following data included in the accompanying financial statements is complete and accurate:

- Interest in Emerson Electric Co. Master Trust, as shown in the statements of net assets available for benefits as of September 30, 2012 and 2011.
- Plan interest in Emerson Electric Co. Master Trust net investment income, as shown in the statement of changes in net assets available for benefits for the year ended September 30, 2012.
- Investment information included in the Master Trust (note C) as of September 30, 2012 and 2011.
- Adjustment from fair value to contract value for fully benefit-responsive investment contracts as of September 30, 2012 and 2011, as shown in the statements of net assets available for benefits

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

**Emerson Network Power, Energy Systems,
North America, Inc. Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
September 30, 2012 and 2011**

NOTE H - RELATED-PARTY TRANSACTIONS AND PARTIES-IN-INTEREST

Certain investments in the Master Trust are shares of mutual funds and commingled trusts that are managed by Vanguard, the Plan's record keeper, and Vanguard Trust Company, the Plan's trustee.

Additionally, Plan investment options include shares of Emerson common stock. Emerson is the parent company of the Plan sponsor. These transactions qualify as party-in-interest transactions and are allowable under ERISA regulations.

NOTE I - SUBSEQUENT EVENTS

In connection with the preparation of the Plan's financial statements, Plan management evaluated subsequent events after the balance sheet date of September 30, 2012 through June 21, 2013, the date the financial statements were available to be issued. Management is not aware of any subsequent events that would require recognition or disclosure in the accompanying financial statements.

EMERSON NETWORK POWER, ENERGY SYSTEMS, NORTH AMERICA, INC. RETIREMENT PLAN

Schedule I

Schedule of Assets Held for Investment Purposes at End of Year - Attachment for Schedule H, Line 4i
As of September 30, 2012

Emerson Network Power, Energy Systems, North America, Inc. Retirement Plan

EIN 43-1897522, PN 003

Identity of Issue	Investment Type	Current Value
* Emerson Electric Co. Master Trust	Master Trust	\$ 9,836,855

* Party in Interest