

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>10/01/2013</u> and ending <u>09/30/2014</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>PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>114</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1953</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>43-0259330</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>314-553-2000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>335900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>114</u>	1c Effective date of plan <u>01/01/1953</u>		2b Employer Identification Number (EIN) <u>43-0259330</u>		2c Sponsor's telephone number <u>314-553-2000</u>		2d Business code (see instructions) <u>335900</u>	
1b Three-digit plan number (PN) ▶	<u>114</u>										
1c Effective date of plan <u>01/01/1953</u>											
2b Employer Identification Number (EIN) <u>43-0259330</u>											
2c Sponsor's telephone number <u>314-553-2000</u>											
2d Business code (see instructions) <u>335900</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EMERSON ELECTRIC COMPANY</u> <u>PO BOX 4100</u> <u>SAINT LOUIS, MO 63136-8506</u>	<u>8000 W. FLORISSANT STA. 2560</u> <u>SAINT LOUIS, MO 63136-8506</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	Filed with authorized/valid electronic signature.	07/14/2015	LARRY BRUNNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/14/2015	LARRY BRUNNER
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	9231
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	8075
b Retired or separated participants receiving benefits		6b	294
c Other retired or separated participants entitled to future benefits		6c	1170
d Subtotal. Add lines 6a , 6b , and 6c		6d	9539
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	71
f Total. Add lines 6d and 6e		6f	9610
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	7852
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	131
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan <u>PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.</u>	B Three-digit plan number (PN) ▶ <u>114</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMERSON ELECTRIC COMPANY</u>	D Employer Identification Number (EIN) <u>43-0259330</u>

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52	NONE	212141	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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)

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>10/01/2013</u> and ending <u>09/30/2014</u>		
A Name of plan <u>PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.</u>		B Three-digit plan number (PN) <u>114</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMERSON ELECTRIC COMPANY</u>		D Employer Identification Number (EIN) <u>43-0259330</u>

Part I Asset and Liability Statement			
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)	<u>39988134</u>	<u>43292953</u>
(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)	<u>10126016</u>	<u>10551907</u>
(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)	<u>547514460</u>	<u>595428955</u>
(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	597628610	649273815

Liabilities

g Benefit claims payable	1g	1115	36252
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1115	36252

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	597627495	649237563
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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)	43292953	
(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)		43292953
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)	436693	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		436693
(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
(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

		(a) Amount	(b) Total
(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)		47407234
(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		19431
d Total income. Add all income amounts in column (b) and enter total	2d		91156311

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	39263380	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	928	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		39264308
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		60068
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)	183641	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		183641
j Total expenses. Add all expense amounts in column (b) and enter total	2j		39508017

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		51648294
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		38226

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: **KPMG, LLP**

(2) EIN: **13-5565207**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.			

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)
ROSEMOUNT INC. PROFIT SHARING RETIREMENT PLAN	41-0766812	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan <u>PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.</u>	B Three-digit plan number (PN) ▶ <u>114</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EMERSON ELECTRIC COMPANY</u>	D Employer Identification Number (EIN) <u>43-0259330</u>

Part I	Distributions
---------------	----------------------

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)
----------------	--

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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.
----------------	---

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



KPMG LLP
Suite 900
10 South Broadway
St. Louis, MO 63102-1761

Independent Auditor's Report

The Plan Administrator
Profit Sharing Retirement Plan for Divisions and
Subsidiaries of Emerson Electric Co.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co. (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 6, which was certified by Vanguard Fiduciary 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 a certification from the trustee as of September 30, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule of Assets Held for Investment Purposes at End of Year – Schedule H, Line 4i as of September 30, 2014 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, 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.

KPMG LLP

St. Louis, Missouri

June 3, 2015

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Financial Statements and Supplemental Schedule

September 30, 2014 and 2013

(With Independent Auditors' Report Thereon)



KPMG LLP
Suite 900
10 South Broadway
St. Louis, MO 63102-1761

Independent Auditor's Report

The Plan Administrator
Profit Sharing Retirement Plan for Divisions and
Subsidiaries of Emerson Electric Co.:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co. (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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Basis for Disclaimer of Opinion

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The form and content of the information included in the financial statements and supplemental schedule, 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.

KPMG LLP

St. Louis, Missouri

June 3, 2015

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Statements of Net Assets Available for Benefits

	September 30	
	2013	2014
Investments in Master Trust (Note 9), at fair value	\$548,820,949	595,428,955
Employer contributions receivable	39,988,134	43,292,953
Loans receivable from participants in Master Trust	10,234,070	10,713,390
Net assets available for benefits before adjustments	599,043,153	649,435,298
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,306,489)	-
Net assets available for benefits	\$597,736,664	649,435,298

See accompanying Notes to Financial Statements

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Statements of Changes in Net Assets Available for Benefits

	Year Ended September 30	
	2013	2014
Interest in Master Trust investment appreciation, net (Note 9)	\$ 65,487,475	47,242,096
Interest income, participant loans	382,449	436,693
Transfers to other plans, net (Note 4)	(11,706,273)	(38,226)
Employer contributions	39,997,723	43,292,953
Benefits paid to participants	(31,455,950)	(39,234,882)
Increase in net assets available for benefits	62,705,424	51,698,634
Net assets available for benefits, beginning of year	535,031,240	597,736,664
Net assets available for benefits, end of year	\$597,736,664	649,435,298

See accompanying Notes to Financial Statements

PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.

Notes to Financial Statements

(1) DESCRIPTION OF PLAN

The following description of the Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co. (the Plan) provides only general information. Participants should refer to the Plan prospectus and the Plan document for additional information.

General

The Plan is a defined noncontributory profit sharing plan sponsored by Emerson Electric Co. (Emerson or the Company), subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan covers qualified employees of the following: Control Concepts Corporation (formerly Emerson Network Power Surge Protection) with six months of service who are at least 21 years of age, Micro Motion, Inc. and Computer Process Controls, Inc. with 1,000 hours of service, Therm-O-Disc, Incorporated with one year and over 1,000 hours of service, Electrical Reliability Services, Inc. who are at least 21 years of age with one year or 1,000 hours of service, Fusite and Thunderline Z, Inc. with one year or 1,000 hours of service, Automatic Switch Company (including ASCO Valve, Inc., ASCO Power Technologies and ASCO) with 90 calendar days of employment, InSinkErator with one year of service, Process Systems and Solutions and Remote Automation Solutions with six months of service, Intermetro Industries Corporation and Clive Samuels & Associates with three months of service who are at least 21 years of age, and Daniel Measurement and Control, Inc., Tescom Corporation, and Emerson Process Management Valve Automation, Inc. who are at least 18 years of age. As of September 30, 2014, there were 8,075 participants in the Plan.

Employer Contributions

The Company has voluntarily agreed to make contributions to the Plan. Contributions, with certain limitations or minimums, are determined annually in accordance with Plan provisions and approved by a resolution of the Company's board of directors. All contributions are made conditional upon their deductibility for Federal income tax purposes.

Forfeitures of unvested Company contributions by terminated employees can be allocated to participants, used to offset Company contributions for certain participating business units, or used to pay Plan expenses. As of September 30, 2014 and 2013, forfeitures totaled \$1,006,853 and \$837,846 respectively. Of those amounts, respectively, \$107,338 and \$128,293 were allocated to participants, \$360,932 and \$223,200 were used to offset contributions, and \$538,583 and \$486,353 were unallocated.

Participant Accounts

Each participant's account is credited with an allocation of the Company's contributions, Plan earnings, and applicable forfeitures of unvested Company contributions. Allocations are based on the ratio of a participant's eligible compensation to total eligible compensation of all Plan participants, unless otherwise stipulated by the Plan (i.e., allocated based on "units"). Earnings and dividends attributable to investments held in participants' accounts are credited to the participants' accounts.

Vesting

Participants vest in amounts credited to their account at a predetermined percentage for each full year of service in the Plan, with 100% vesting no later than at the end of five years of service (whether or not consecutive). All amounts fully vest upon retirement, or due to death, total and permanent disability, or termination of the Plan.

PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.

Notes to Financial Statements

Investment Options

Participants designate the percentage of their total contribution to be invested in the various Plan investment choices in 1% increments. Participants may change their investment elections at any time, and transfer any part of an existing account balance to any other Plan investment, as permitted by Plan and fund policies. Transfers are also made in 1% increments. A maximum of six transfers may be made per quarter. No advance notice is required for transfers.

Available mutual fund investments as of September 30, 2014 included the following: equity and equity index funds investing primarily in common stocks – Dodge & Cox Stock Fund, Vanguard Mid-Cap Growth Fund, Vanguard Morgan Growth Fund, Vanguard Selected Value Fund, Vanguard Extended Market Index Fund, Vanguard Growth Index Fund, Vanguard Emerging Markets Stock Index Fund, Vanguard Institutional Index Fund, Vanguard Total International Stock Index Fund and Vanguard Value Index Fund; fixed income and fixed income index funds investing in a diversified portfolio of bonds – PIMCO Total Return Fund, Vanguard Short-Term Bond Index Fund and Vanguard Total Bond Market Index Fund. Collective funds and trusts, which are private, include the following: equity funds investing primarily in common stocks – Capital Group U.S. and International Equity Funds; balanced trusts investing in a mix of stocks, bonds and cash – The Vanguard Target Retirement Trusts ranging from 2010 to 2060 and the Vanguard Target Retirement Income Trust. Participants may also invest in the JP Morgan 100% U.S. Treasury Securities Money Market Fund and the Emerson Common Stock Fund. All funds may temporarily invest in cash and cash equivalents and also hold cash for liquidity.

The Emerson Stable Value Fund was closed and eliminated from the Plan on December 31, 2013, with participant balances transferred to the date-specific Vanguard Target Retirement trust closest to the year in which the participant will reach age 65. The Loomis Sayles Core Plus Fixed Income Trust was added on December 10, 2014. The PIMCO Total Return Fund was closed and eliminated from the Plan on January 8, 2015, with participant balances transferred to the Loomis Sayles Core Plus Fixed Income Trust.

Participant Loans

Participants can borrow from the Plan at a rate of 1% over the Prime Rate on the date of borrowing as received by Vanguard from Reuters. Interest rates on loans outstanding at September 30, 2014, which includes loans transferred from other plans and loans deemed distributed per ERISA, vary between 4.25% and 9.25%. Loans are secured by the balance in the participant's account, with payment terms generally between one and four years. With certain exceptions, participants can borrow the lesser of 50% of their vested account balance or \$50,000, reduced by the highest outstanding loan balance during the prior 12 months. Loans are not made to participants who already have a loan outstanding. Participant loans are valued at amortized cost plus accrued interest. Under ERISA guidelines, certain delinquent loans are deemed to be distributed for IRS Form 5500 reporting purposes.

Payment of Benefits

Participants or their designated beneficiaries are entitled to receive the amounts credited to their accounts on retirement, death, or permanent disability. Participants are also entitled to receive vested amounts upon termination. All distributions under the Plan are payable as a lump sum. Partial distributions (up to one per quarter) are permitted with a minimum amount of \$1,000. Participants may elect to receive lump sum distributions entirely in cash, or in a combination of cash and shares of Emerson common stock. Distribution of vested account balances of at least \$5,000 may be deferred by retired employees until age 70½, at which time required minimum distributions under ERISA must begin.

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, except benefit payments which are recorded when paid. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. The Plan has evaluated subsequent events through June 3, 2015, the date the financial statements are available to be issued.

Investment Valuation and Income Recognition

See Notes 9 and 10 regarding investments in the Master Trust.

Risks and Uncertainties

The Plan invests in securities and mutual funds which are exposed to various risks, including interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that significant changes in the values of investment securities could occur in the near term. Such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Operating Expenses

Administrative expenses necessary for the operation and management of the Plan are shared by the Company and Plan participants. The Company has not paid transaction costs for brokerage commissions for the Emerson Common Stock Fund, or investment management fees and expenses charged directly against the investment funds.

Use of Estimates

Certain amounts included in the financial statements are estimated based on currently available information and management judgment as to the outcome of future conditions and circumstances. While every effort is made to ensure the accuracy of estimates, including the use of third-party specialists where appropriate, actual results could differ from these estimates.

(3) TAX STATUS

The Internal Revenue Service (the IRS) has determined, and informed the Company by a letter dated September 17, 2013, that the Plan and its related trust are designed in accordance with applicable sections of the Internal Revenue Code (the Code). Plan amendments have been made subsequently which were not specifically covered by the 2013 letter. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the Code, and therefore remains tax qualified. As of September 30, 2014, there are no uncertain tax positions.

(4) TRANSFERS TO OR FROM OTHER PLANS

During 2013, net assets of \$10,887,024 were transferred out of the Plan due to the 2012 divestiture of Knaack.

In 2014 and 2013, certain participant accounts were transferred to or from other Company or third-party benefit plans, as those participants transferred from one Company business unit to another, became employees of the Company, or ceased employment with the Company.

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

(5) PARTIES-IN-INTEREST

Certain investments in the Master Trust, including some mutual funds and collective funds are managed by Vanguard, the Plan's trustee and recordkeeper. Additionally, the Company is the Plan sponsor and Emerson common stock is an investment option. These transactions qualify as "party-in-interest" transactions and are allowable under ERISA regulations.

(6) TRUSTEE CERTIFICATION

The Plan administrator has elected the method of 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 Plan administrator has obtained certification from the trustee of the Plan that all of the information provided by the trustee and included in the accompanying financial statements and supplemental schedule is complete and accurate. Information as to the value of investments, earnings on investments and all information in the accompanying supplemental schedule is presented solely in reliance on this certification.

(7) PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions and terminate the Plan at any time, subject to applicable provisions of ERISA. In the event of Plan termination, participants become fully vested in their accounts.

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

(8) RECONCILIATION OF FINANCIAL STATEMENTS TO IRS FORM 5500

Following is a reconciliation of Net Assets Available for Benefits per the financial statements to IRS Form 5500:

	September 30	
	2013	2014
Net Assets Available for Benefits per the financial statements	\$597,736,664	649,435,298
Participant loans deemed distributed	(108,054)	(161,483)
Net amount allocated to withdrawing participants	(1,115)	(36,252)
Net Assets Available for Benefits per IRS Form 5500	<u>\$597,627,495</u>	<u>649,237,563</u>

Following is a reconciliation of benefits paid to participants per the financial statements to IRS Form 5500:

	Year Ended September 30	
	2013	2014
Benefits paid to participants per the financial statements	\$ 31,455,950	39,234,882
Participant loans deemed distributed, end of year	108,054	161,483
Participant loans deemed distributed, beginning of year	(131,014)	(108,054)
Net amount allocated to withdrawing participants	<u>1,115</u>	<u>35,137</u>
Benefits paid to participants per IRS Form 5500	<u>\$ 31,434,105</u>	<u>39,323,448</u>

Amounts are allocated to withdrawing participants on IRS Form 5500 for benefit claims that have been processed and approved for payment, but not yet paid as of September 30, 2014 and 2013.

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

(9) MASTER TRUST

All of the Plan's investments are held in the Master Trust. All Plan income or loss is derived from Master Trust investment appreciation or depreciation.

Each participating plan's interest in the assets of the Master Trust is based on participant account balances. Additionally, loans to Plan participants are included in the Master Trust. At September 30, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 13% and 12%, respectively. Master Trust investment income and expenses are allocated to participating plans based on respective balances.

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

The Stable Value Fund, which closed December 31, 2013, included investment contracts with insurance companies known as synthetic guaranteed investment contracts ("synthetic GICs"). Synthetic GICs were designed to preserve principal, provide a stable rate of interest, and ensure that participant initiated withdrawals would be paid at contract value. For the year ended September 30, 2013, the weighted average yield for the Stable Value Fund was 3.46%, and net of fees, 3.36%. The Statement of Net Assets Available for Benefits at September 30, 2013 presents the fair value of synthetic GICs plus an adjustment of the fair value to contract value. Contract value represents contributions plus earnings, less Plan withdrawals and administrative expenses.

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

The following table presents the fair values of all investments in the Master Trust.

	September 30	
	2013	2014
Mutual funds:		
Equity funds	\$ 680,096,070	764,928,287
Equity index funds	549,103,355	667,829,150
Balanced index funds	995,502,801	-
Fixed income funds	165,268,619	158,892,710
Fixed income index funds	93,757,852	160,405,900
Total mutual funds	2,483,728,697	1,752,056,047
Collective funds and trusts:		
Balanced index trusts	-	1,912,004,100
Equity funds	221,573,198	224,501,665
Total collective funds and trusts	221,573,198	2,136,505,765
Emerson Common Stock Fund	717,556,068	686,835,739
Money market funds	665,002,881	130,502,451
Contracts with insurance companies	332,476,188	-
Total Master Trust investments at fair value	\$4,420,337,032	4,705,900,002
Plan's share of Master Trust investments at fair value	\$548,820,949	595,428,955

The decrease in mutual balanced index funds and increase in collective balanced index trusts from 2013 to 2014 is primarily due to the administrative structure of the various Vanguard Target Retirement Funds being changed from mutual funds in 2013 to collective trusts in 2014. This change resulted in lower investment management fees, but otherwise had no effect on investment objectives or approach. Additionally, the decrease in money market funds and contracts with insurance companies is due to the closing of the Stable Value Fund in December 2013 and the subsequent transfer of the related assets into collective balanced index trusts.

Investment income for the entire Master Trust follows.

	Year Ended September 30	
	2013	2014
Net appreciation of mutual funds	\$ 346,367,558	249,256,433
Net appreciation (depreciation) of Emerson common stock	214,940,048	(3,143,772)
Net appreciation of collective funds	44,235,800	118,711,276
Interest	32,843,720	6,216,951
Total Master Trust investment income	\$ 638,387,126	371,040,888
Plan's share of Master Trust investment income	\$ 65,487,475	47,242,096

**PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS
AND SUBSIDIARIES OF EMERSON ELECTRIC CO.**

Notes to Financial Statements

(10) FAIR VALUE MEASUREMENTS

Under Accounting Standards Codification (ASC) 820 *Fair Value Measurement*, a formal hierarchy and framework exists for measuring fair value and making disclosures about fair value measurements and the reliability of valuation inputs. 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, of which there are none, are valued using inputs not observable in an active market, such as entity-developed future cash flow estimates, and are considered the least reliable.

Following is a categorization of all Master Trust investments (see Note 9) by level within the ASC 820 fair value hierarchy. The changes in asset categories discussed in Note 9 resulted in the reclassification of the related amounts from Level 1 to Level 2 in the fair value hierarchy.

	September 30, 2014		
	Level 1	Level 2	Total
Mutual funds:			
Equity funds	\$ 764,928,287	-	764,928,287
Equity index funds	667,829,150	-	667,829,150
Fixed income funds	158,892,710	-	158,892,710
Fixed income index funds	160,405,900	-	160,405,900
Total mutual funds	1,752,056,047	-	1,752,056,047
Collective funds and trusts:			
Balanced index trusts	-	1,912,004,100	1,912,004,100
Equity funds	-	224,501,665	224,501,665
Total collective funds and trusts	-	2,136,505,765	2,136,505,765
Emerson Common Stock Fund	686,835,739	-	686,835,739
Money market funds	130,502,451	-	130,502,451
Investments at fair value	\$2,569,394,237	2,136,505,765	4,705,900,002
	September 30, 2013		
	Level 1	Level 2	Total
Mutual funds:			
Equity funds	\$ 680,096,070	-	680,096,070
Equity index funds	549,103,355	-	549,103,355
Balanced index funds	995,502,801	-	995,502,801
Fixed income funds	165,268,619	-	165,268,619
Fixed income index funds	93,757,852	-	93,757,852
Total mutual funds	2,483,728,697	-	2,483,728,697
Collective equity funds	-	221,573,198	221,573,198
Emerson Common Stock Fund	717,556,068	-	717,556,068
Money market funds	665,002,881	-	665,002,881
Contracts with insurance companies	-	332,476,188	332,476,188
Investments at fair value	\$3,866,287,646	554,049,386	4,420,337,032

PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.

Schedule of Assets Held for Investment Purpose at End of Year – Attachment for IRS Form 5500, Schedule H, Line 4i
September 30, 2014

Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co.

	Identity of Issue	Investment Type	Cost***	Current Value
*	Participant Loan Fund	Interest Rate Range: 4.25% - 9.25%**		\$ 10,551,907

* Party in Interest

** Current value and the range of interest rates exclude participant loans deemed distributed in accordance with IRS Form 5500 instructions for Schedule H, Line 4i.

*** Cost excluded in accordance with IRS Form 5500 instructions for Schedule H, Line 4i.

PROFIT SHARING RETIREMENT PLAN FOR DIVISIONS AND SUBSIDIARIES OF EMERSON ELECTRIC CO.

Schedule of Assets Held for Investment Purpose at End of Year – Attachment for IRS Form 5500, Schedule H, Line 4i
September 30, 2014

Profit Sharing Retirement Plan for Divisions and Subsidiaries of Emerson Electric Co.

	Identity of Issue	Investment Type	Cost***	Current Value
*	Participant Loan Fund	Interest Rate Range: 4.25% - 9.25%**		\$ 10,551,907

* Party in Interest

** Current value and the range of interest rates exclude participant loans deemed distributed in accordance with IRS Form 5500 instructions for Schedule H, Line 4i.

*** Cost excluded in accordance with IRS Form 5500 instructions for Schedule H, Line 4i.