

EMERSON ELECTRIC CO  
Form FWP  
February 14, 2013

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Dated February 14, 2013**

**Relating to**

**Preliminary Prospectus Supplement dated February 14, 2013 to**

**Prospectus dated November 22, 2011**

**Registration Statement No. 333-178110**

Final Term Sheet

**\$500,000,000 2.625% Notes due 2023**

<b>Issuer:</b>	Emerson Electric Co.
<b>Principal Amount:</b>	\$500,000,000
<b>Title of Securities:</b>	2.625% Notes due 2023
<b>Trade Date:</b>	February 14, 2013
<b>Original Issue Date (Settlement Date):</b>	February 20, 2013
<b>Maturity Date:</b>	February 15, 2023
<b>Benchmark Treasury:</b>	1.625% due November 15, 2022
<b>Benchmark Treasury Yield:</b>	1.975%
<b>Spread to Benchmark Treasury:</b>	70 basis points
<b>Interest Rate:</b>	2.625% per annum
<b>Yield to Maturity:</b>	2.675%
<b>Public Offering Price:</b>	99.565%
<b>Gross Proceeds to Issuer:</b>	\$497,825,000
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each February 15th and August 15th, commencing August 15, 2013.
<b>Redemption Provision:</b>	
<b>Make-Whole Call:</b>	Treasury Rate plus 10 basis points prior to November 15, 2022
<b>Par Call:</b>	On or after November 15, 2022
<b>CUSIP:</b>	291011 BE3
<b>ISIN:</b>	US291011BE39
<b>Joint Book-Running Managers:</b>	Citigroup Global Markets Inc.

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Deutsche Bank Securities Inc.

J.P. Morgan Securities LLC

Barclays Capital Inc.

BNP Paribas Securities Corp.

**Co-Managers:**

HSBC Securities (USA) Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

Standard Chartered Bank

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The issuer has filed a registration statement (including a prospectus) and prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611 or J.P. Morgan Securities LLC collect at 1-212-834-4533.

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