

EMERSON ELECTRIC CO  
Form FWP  
May 18, 2015

**Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Dated May 18, 2015**

**Relating to**

**Preliminary Prospectus Supplement dated May 18, 2015 to**

**Prospectus dated November 19, 2014**

**Registration Statement No. 333-200373**

**Final Term Sheet**

**\$500,000,000 2.625% Notes due 2021**

<b>Issuer:</b>	Emerson Electric Co.
<b>Principal Amount:</b>	\$500,000,000
<b>Title of Securities:</b>	2.625% Notes due 2021
<b>Trade Date:</b>	May 18, 2015
<b>Original Issue Date (Settlement Date):</b>	May 21, 2015
<b>Maturity Date:</b>	December 1, 2021
<b>Benchmark Treasury:</b>	1.375% due April 30, 2020
<b>Benchmark Treasury Yield:</b>	1.535%
<b>Spread to Benchmark Treasury:</b>	110 basis points
<b>Interest Rate:</b>	2.625% per annum
<b>Yield to Maturity:</b>	2.635%
<b>Public Offering Price:</b>	99.940%
<b>Gross Proceeds to Issuer:</b>	\$499,700,000
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each June 1 and December 1, commencing December 1, 2015

**Redemption Provision:**

**Make-Whole Call:** Treasury Rate plus 15 basis points prior to November 1, 2021

**Par Call:** On or after November 1, 2021

**CUSIP:** 291011 BF0

**ISIN:** US291011BF04

**Joint Book-Running** J.P. Morgan Securities LLC

**Managers:**

Citigroup Global Markets Inc.

HSBC Securities (USA) Inc.

Barclays Capital Inc.

Deutsche Bank Securities Inc.

BNP Paribas Securities Corp.

<b>Senior Co-Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated
	Wells Fargo Securities, LLC
<b>Co-Managers:</b>	RBC Capital Markets, LLC
	Mitsubishi UFJ Securities (USA), Inc.
	SMBC Nikko Securities America, Inc.
	U.S. Bancorp Investments, Inc.
	<b>\$500,000,000 3.150% Notes due 2025</b>
<b>Issuer:</b>	Emerson Electric Co.
<b>Principal Amount:</b>	\$500,000,000
<b>Title of Securities:</b>	3.150% Notes due 2025
<b>Trade Date:</b>	May 18, 2015
<b>Original Issue Date (Settlement Date):</b>	May 21, 2015
<b>Maturity Date:</b>	June 1, 2025
<b>Benchmark Treasury:</b>	2.125% due May 15, 2025
<b>Benchmark Treasury Yield:</b>	2.237%
<b>Spread to Benchmark Treasury:</b>	95 basis points
<b>Interest Rate:</b>	3.150% per annum
<b>Yield to Maturity:</b>	3.187%
<b>Public Offering Price:</b>	99.684%
<b>Gross Proceeds to Issuer:</b>	\$498,420,000
<b>Interest Payment Dates:</b>	Semi-annually in arrears on each June 1 and December 1, commencing December 1, 2015
<b>Redemption Provision:</b>	
<b>Make-Whole Call:</b>	Treasury Rate plus 15 basis points prior to March 1, 2025
<b>Par Call:</b>	On or after March 1, 2025
<b>CUSIP:</b>	291011 BG8
<b>ISIN:</b>	US291011BG86
	J.P. Morgan Securities LLC

**Joint Book-Running  
Managers:**

Citigroup Global Markets Inc.

HSBC Securities (USA) Inc.

Barclays Capital Inc.

Deutsche Bank Securities Inc.

BNP Paribas Securities Corp.

**Senior Co-Managers:**

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Wells Fargo Securities, LLC

**Co-Managers:**

RBC Capital Markets, LLC

Mitsubishi UFJ Securities (USA), Inc.

SMBC Nikko Securities America, Inc.

U.S. Bancorp Investments, Inc.

**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 J.P. Morgan Securities LLC collect at 1-212-834-4533, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, Barclays Capital Inc. toll-free at 1-888-603-5847 or HSBC Securities USA (Inc.) toll-free at 1-866-811-8049.**

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