

JOHNSON CONTROLS INC
Form 4
September 07, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS SUSAN F

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction (Month/Day/Year)

09/02/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/24/2016		G	V 33,333 D \$ 0	112,195.121	D	
Common Stock	09/02/2016		M	1,110.188 A \$ 0	113,305.309	D	
Common Stock	09/02/2016		M	92,404.023 A \$ 0	93,514.211	D	
Common Stock	09/02/2016		M	8,096.989 A \$ 0	101,611.2	D	
Common Stock	09/02/2016		D	92,404.023 D \$ 48.9	9,207.177	D	

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Common Stock	09/02/2016		D	8,096.989	D	\$ 48.9	1,110.188	D	
Common Stock	09/02/2016		D	1,062.068	D	<u>0</u>	0	I	by 401(k) Plan Trustee
Common Stock	09/02/2016		D	112,195.121 <u>(2) (3)</u>	D	<u>0</u>	1,110.188	D	
Common Stock	09/02/2016		D	1,110.188	D	\$ 48.9	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Retirement Restoration Plan	<u>(4)</u>	09/02/2016		M	1,110.188	<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		M	92,404.023	<u>(7)</u>	<u>(7)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		M	8,096.989	<u>(7)</u>	<u>(7)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		D	14,321.6206	<u>(7)</u>	<u>(7)</u>	Common Stock
	\$ 28.79	09/02/2016		D	110,000	10/01/2010	10/01/2018	

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Employee Stock Option (Right to Buy)								Commo Stock
Employee Stock Option (Right to Buy)	\$ 24.87	09/02/2016	D	110,000	10/01/2011	10/01/2019		Commo Stock
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016	D	84,000	10/01/2012	10/01/2020		Commo Stock
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016	D	78,000	10/07/2013	10/07/2021		Commo Stock
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016	D	44,200	10/05/2014	10/05/2022		Commo Stock
Employee Stock Option (Right to Buy)	\$ 48.37	09/02/2016	D	30,816	11/19/2015	11/19/2023		Commo Stock
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016	D	30,051	11/18/2016 ⁽¹⁰⁾	11/18/2024		Commo Stock
Employee Stock Option (Right to Buy)	\$ 43.86	09/02/2016	D	34,448	10/07/2017 ⁽¹⁰⁾	10/07/2025		Commo Stock
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016	D	75,000	10/01/2009	10/01/2017		Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Susan F.

Davis

09/07/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Johnson Controls, Inc. was converted into 0.8357 ordinary shares of JCI plc and \$5.7293 in cash in connection with the closing of the merger.

The balance includes unvested restricted stock units and dividend equivalents that were converted into an equivalent number of
 - (2) restricted stock units in Johnson Controls International plc (formerly Tyco International plc) ("JCI plc") in connection with the closing of the merger between Johnson Controls, Inc. ("Johnson Controls") and JCI plc (the "merger").
 - (3) Includes 1,451.398 shares acquired via dividend reinvestment on January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$45.03 per share.
 - (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (5) The phantom stock units accrued under the Johnson Controls Retirement Restoration Plan and settled 100% in cash.

Includes 89.163 units acquired via dividend reinvestment on April 2, July 2, October 2, 2013, January 6, April 2, July 2, October 2,
 - (6) 2014, January 5, April 2, July 2, October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$50.92 per unit.
 - (7) The phantom stock units accrue under the Johnson Controls Restricted Stock Plan and settle 100% in cash upon the reporting person's termination or retirement, subject to vesting requirements.
 - (8) Includes 3,183.475 units acquired via dividend reinvestment on January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$45.03 per unit.
 - (9) The options were converted into an equivalent number of options with respect to JCI plc at the same exercise price in connection with the closing of the merger.
 - (10) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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