

JOHNSON CONTROLS INC
Form 4
September 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
Walicki Joseph A

(Last) (First) (Middle)
5757 N GREEN BAY AVE
(Street)

MILWAUKEE, WI 53209

(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
 Officer (give title below) _____ Other (specify below)
VP & Pres., Power Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	09/02/2016		D		4,419.895	D	<u>1</u> 0
Common Stock	09/02/2016		F		495	D	\$ 92,332.515 <u>(2)</u> 45.45
Common Stock	09/02/2016		D		92,332.515	D	<u>1</u> 0
Common Stock	09/02/2016		M		136.572	A	\$ 0 136.572
Common Stock	09/02/2016		D		136.572	D	\$ 0 45.45

by 401k Plan Trustee

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Shares
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016		D	9,600	10/01/2009 10/01/2017	Common Stock	9,600
Employee Stock Option (Right to Buy)	\$ 28.79	09/02/2016		D	12,000	10/01/2010 10/01/2018	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 24.87	09/02/2016		D	15,000	10/01/2011 10/01/2019	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	13,200	10/01/2012 10/01/2020	Common Stock	13,200
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	12,500	10/07/2013 10/07/2021	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	16,100	10/05/2014 10/05/2022	Common Stock	16,100

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Includes 2,059.74 shares acquired via dividend reinvestment on October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$45.03 per share.

- (3) 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.
- (4) Fifty percent of the stock options vest after two years, and the remaining stock options vest after three years.
- (5) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock, and the phantom stock units were converted into an equivalent number of restricted stock units in JCI plc in connection with the closing of the merger.
- (6) 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.
- (7) Includes 43.99 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.

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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