

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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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 Simon

(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, Chief Human Resources Ofcr

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 | 11/30/2015 | | G | V 545 D \$ 0 | 32,502.401 (1) | D | |
| Common Stock | 09/02/2016 | | F | 495 D \$ 45.45 | 32,694.243 | D | |
| Common Stock | 09/02/2016 | | D | 32,694.243 D 0 | 0 | D | |
| Common Stock | 09/02/2016 | | M | 136.57 A \$ 0 | 136.57 | D | |
| Common Stock | 09/02/2016 | | D | 136.57 D \$ 45.45 | 0 | D | |

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| | | | | | | | | | |
|-----------------|------------|--|---|---------|---|------------|---|---|-------------------------------|
| Common Stock | 09/02/2016 | | D | 500.368 | D | <u>(2)</u> | 0 | I | By 401(k) Plan Trust |
|-----------------|------------|--|---|---------|---|------------|---|---|-------------------------------|

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 An Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|---|--|--|---|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 09/02/2016 | | D | 11,300 | 10/01/2011 | 10/01/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 09/02/2016 | | D | 9,500 | 10/01/2012 | 10/01/2020 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.54 | 09/02/2016 | | D | 12,500 | 10/07/2013 | 10/07/2021 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 27.85 | 09/02/2016 | | D | 16,100 | 10/05/2014 | 10/05/2022 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 48.37 | 09/02/2016 | | D | 10,204 | 11/19/2015 | 11/19/2023 | Common Stock |

| | | | | | | | |
|---|----------|------------|---|------------|---------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 50.23 | 09/02/2016 | D | 18,661 | 11/18/2016 ⁽⁴⁾ | 11/18/2024 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 43.86 | 09/02/2016 | D | 24,942 | 10/07/2017 ⁽⁴⁾ | 10/07/2025 | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (5) | 09/02/2016 | M | 136.57 | (6) | (6) | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (5) | 09/02/2016 | D | 15,383.513 | (6) | (6) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Simon 5757 N. GREEN BAY AVE. MILWAUKEE, WI 53209 | | | VP, Chief Human Resources Ofcr | |

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Simon 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) Includes 646.842 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.
- (2) Each share of Johnson Controls, Inc. ("Johnson Controls") was converted into 0.8357 ordinary shares of Johnson Controls International plc (formerly Tyco International plc) ("JCI plc") and \$5.7293 in cash in connection with the closing of the merger between Johnson Controls and JCI plc (the "merger").
- (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 options vest after two years and the remaining 50% vest after three years.
- (5)

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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 470.5 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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