

JOHNSON CONTROLS INC
Form 4
September 06, 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 *
Cadwallader Brian J

(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, Secretary & Gen. Counsel

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		M		128.377	A	\$ 0 16,823.714
Common Stock	09/02/2016		D		128.377	D	\$ 45.45 16,695.337
Common Stock	09/02/2016		F		465	D	\$ 45.45 16,230.337
Common Stock	09/02/2016		M		103.389	A	\$ 0 16,333.726
Common Stock	09/02/2016		D		103.389	D	\$ 48.9 16,230.337

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Common Stock	09/02/2016	M	1,009.89	A	\$ 0	17,240.227	D	
Common Stock	09/02/2016	D	1,009.89	D	\$ 48.9	16,230.337	D	
Common Stock	09/02/2016	D	1,340.529	D	<u>(1)</u>	0	I	By 401(k) Plan Trustee
Common Stock	09/02/2016	D	<u>16,230.337</u> <u>(2) (3)</u>	D	<u>(1)</u>	0	D	

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		M	128.377	<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		M	103.389	<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units - Annual Incentive Plan	<u>(4)</u>	09/02/2016		M	1,009.89	<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units -	<u>(4)</u>	09/02/2016		D	52,425.329	<u>(5)</u>	<u>(5)</u>	Common Stock

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- (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (5) 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.
- (6) The phantom stock units accrued under the Johnson Controls Annual Incentive Plan and settled 100% in cash.
- (7) Includes 54.203 units acquired via dividend reinvestment on October 4, 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 \$50.16 per unit.
- (8) Includes 1,597.045 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) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after the grant date.
- (10) 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.

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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