JOHNSON CONTROLS INC

Form 4

September 06, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Addr McDonald R B	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol JOHNSON CONTROLS INC [JCI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
5757 N. GREEN BAY AVENUE, P.O. BOX 591			09/02/2016	Officer (give titleOther (specification) Exec VP & Vice Chairman		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MILWAUKEE, WI 53201-0591				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities A poor Disposed of (Instr. 3, 4 and	(D)	d (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	09/02/2016		M	13,677.346	A	\$0	13,677.346	D	
Common Stock	09/02/2016		D	13,677.346	D	\$ 48.9	0	D	
Common Stock	09/02/2016		D	17,964.324	D	(1)	0	I	By 401(k) Plan Trustee

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

Persons who respond to the collection of information contained in this form are not (9-02)

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V (A)) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016		D D	47,248	10/01/2009	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79	09/02/2016		D	160,000	10/01/2010	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87	09/02/2016		D	170,000	10/01/2011	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	150,000	10/01/2012	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	140,000	10/07/2013	10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	74,800	10/05/2014	10/05/2022	Common Stock
Employee Stock Option	\$ 48.37	09/02/2016		D	49,319	11/19/2015	11/19/2023	Common Stock

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(Right to Buy)							
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016	D	80,437	11/18/2016 <u>(3)</u>	11/18/2024	Common Stock
Employee Stock Option (Right to Buy)	\$ 43.86	09/02/2016	D	104,562	10/07/2017(3)	10/07/2025	Common Stock
Phantom Stock Units - Restricted Stock Plan	\$ 0 (4)	09/02/2016	M	13,677.346	<u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	\$ 0 (<u>4)</u>	09/02/2016	D	235,430.791	<u>(5)</u>	<u>(5)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

McDonald R Bruce 5757 N. GREEN BAY AVENUE P.O. BOX 591

MILWAUKEE, WI 53201-0591

Exec VP & Vice Chairman

Signatures

/s/ Catherine M. Walker, attorney-in-fact for R. Bruce
McDonald

09/06/2016

**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).
- Each share of Johnson Controls, Inc. ("Johnson Controls") was converted into 0.8357 ordinary shares of Johnson Controls International (1) 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").
- (2) 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.
- (3) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

Reporting Owners 3

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.