

JOHNSON CONTROLS INC

Form 4

September 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

VP, Secretary & Gen. Counsel

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

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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	16,230.337 <u>(2)</u> <u>(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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Restricted Stock Plan	(4)	09/02/2016		M	128.377	(5)	(5)	Common Stock
Phantom Stock Units - Restricted Stock Plan	(4)	09/02/2016		M	103.389	(5)	(5)	Common Stock
Phantom Stock Units - Annual Incentive Plan	(4)	09/02/2016		M	1,009.89	(6)	(6)	Common Stock
Phantom Stock Units -	(4)	09/02/2016		D	52,425.329	(5)	(5)	Common Stock

Restricted
Stock PlanEmployee
Stock

Option (Right to Buy)	\$ 43.86	09/02/2016	D	40,836	10/07/2017 ⁽⁹⁾	10/07/2025	Common Stock
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Employee
Stock

Option (Right to Buy)	\$ 50.23	09/02/2016	D	30,566	11/18/2016 ⁽⁹⁾	11/18/2024	Common Stock
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Employee
Stock

Option (Right to Buy)	\$ 48.37	09/02/2016	D	14,455	11/19/2015	11/19/2023	Common Stock
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Employee
Stock

Option (Right to Buy)	\$ 30.54	09/02/2016	D	12,000	10/01/2012	10/01/2020	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cadwallader Brian J 5757 N GREEN BAY AVE MILWAUKEE, WI 53209			VP, Secretary & Gen. Counsel	

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Brian J. Cadwallader	09/06/2016
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____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. ("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").
- (2) Includes 425,386 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.
- (3) The balance includes unvested restricted stock units and dividend equivalents that were converted into an equivalent number of restricted stock units in JCI plc in connection with the closing of the merger.

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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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