

JOHNSON CONTROLS INC  
Form 4  
September 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Williams Jeffrey M

(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, Enterprise Ops & Enginrg

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)	(A) or (D)	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	Price		
Common Stock	09/02/2016		F		1,542	\$ 45.45	D	
Common Stock	09/02/2016		F		12,500	\$ 45.45	D	
Common Stock	09/02/2016		M		296.691	\$ 0	D	
Common Stock	09/02/2016		M		3,232.743	\$ 0	D	
Common Stock	09/02/2016		D		3,529.434	\$ 45.45	D	

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Common Stock 09/02/2016 D 86,379.798 D (3) 0 D  
 (1) (2)

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

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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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016		D	36,000	10/01/2009 10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79	09/02/2016		D	24,000	10/01/2010 10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	35,000	10/01/2012 10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	28,500	10/07/2013 10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	36,700	10/05/2014 10/05/2022	Common Stock
Employee Stock	\$ 48.37	09/02/2016		D	17,687	11/19/2015 11/19/2023	Common Stock

Option (Right to Buy) Employee Stock	\$ 46.31	09/02/2016	D	5,931	01/05/2017 <sup>(5)</sup>	01/05/2025	Common Stock
Option (Right to Buy) Employee Stock	\$ 50.23	09/02/2016	D	19,305	11/18/2016 <sup>(5)</sup>	11/18/2024	Common Stock
Option (Right to Buy) Employee Stock	\$ 43.86	09/02/2016	D	30,722	10/07/2017 <sup>(5)</sup>	10/07/2025	Common Stock
Units - Restricted Stock Plan Phantom Stock	(6)	09/02/2016	M	296.691	(7)	(7)	Common Stock
Units - Restricted Stock Plan Phantom Stock	(6)	09/02/2016	M	3,232.743	(7)	(7)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Jeffrey M 5757 N GREEN BAY AVE MILWAUKEE, WI 53209			VP, Enterprise Ops & Enginrg	

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for Mr. Williams  
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).

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- (1) Includes 1,521.29 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.  
The balance includes unvested restricted stock units and dividend equivalents that were converted into an equivalent number of restricted
- (2) stock units in Johnson Controls International plc (formerly Tyco International plc) ("JCI plc") in connection with the closing of the merger between Johnson Controls, Inc. ("Johnson Controls") and JCI plc (the "merger").
- (3) Each share of Johnson Controls was converted into 0.8357 ordinary shares of JCI plc and \$5.7293 in cash in connection with the closing of the merger.
- (4) 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.
- (5) Fifty percent of the stock options vest after two years, and the remaining fifty percent vest after three years.
- (6) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (7) 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.
- (8) Includes 1,069.65 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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