

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bartschat Michael K

(Last) (First) (Middle)

5757 N GREEN BAY AVENUE

(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 & Chief Procurement Officer

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		D	8,806	D <u>1</u> 0	I	By Spouse as Trustee
Common Stock	09/02/2016		M	226.048	A \$ 0	23,835.352	D
Common Stock	09/02/2016		F	819	D \$ 45.45	23,016.352	D
Common Stock	09/02/2016		D	226.048	D \$ 45.45	22,790.304	D
	09/02/2016		D		D <u>1</u> 0	D	

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Common Stock 22,790.304
(2) (3)

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock Units - Restricted Stock Plan	(4)	09/02/2016		M	226.048	(5) (5)	Common Stock 226.048
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	6,250	10/07/2013 10/07/2021	Common Stock 6,250
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	10,750	10/05/2014 10/05/2022	Common Stock 10,750
Employee Stock Option (Right to Buy)	\$ 48.37	09/02/2016		D	11,428	11/19/2015 11/19/2023	Common Stock 11,428
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016		D	9,652	11/18/2016(7) 11/18/2024	Common Stock 9,652
	\$ 43.86	09/02/2016		D	11,634	10/07/2017(7) 10/07/2025	Common Stock 11,634

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bartschat Michael K 5757 N GREEN BAY AVENUE MILWAUKEE, WI 53209	VP & Chief Procurement Officer

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Michael K.
Bartschat

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).
- (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 628.739 shares acquired via dividend reinvestment on October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$39.08 to \$50.39 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.
- (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. The balance includes dividend equivalent units that settle 100% in cash and relate to unvested restricted stock awards.
- (6) 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.
- (7) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after the grant date.

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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