

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 \*  
Walicki Joseph A

(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 & Pres., Power Solutions

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		D		4,419.895	D	<u>1</u>
Common Stock	09/02/2016		F		495	D	\$ 45.45 <u>(2)</u>
Common Stock	09/02/2016		D		92,332.515	D	<u>1</u>
Common Stock	09/02/2016		M		136.572	A	\$ 0 136.572
Common Stock	09/02/2016		D		136.572	D	\$ 45.45 0

by 401k Plan Trustee

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Shares
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016		D	9,600	10/01/2009 10/01/2017	Common Stock	9,600
Employee Stock Option (Right to Buy)	\$ 28.79	09/02/2016		D	12,000	10/01/2010 10/01/2018	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 24.87	09/02/2016		D	15,000	10/01/2011 10/01/2019	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	13,200	10/01/2012 10/01/2020	Common Stock	13,200
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	12,500	10/07/2013 10/07/2021	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	16,100	10/05/2014 10/05/2022	Common Stock	16,100

Employee Stock Option (Right to Buy)	\$ 48.37	09/02/2016	D	11,428	11/19/2015	11/19/2023	Common Stock	11
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016	D	14,478	11/18/2016 <sup>(4)</sup>	11/18/2024	Common Stock	14
Employee Stock Option (Right to Buy)	\$ 46.31	09/02/2016	D	8,722	01/05/2017 <sup>(4)</sup>	01/05/2025	Common Stock	8,722
Employee Stock Option (Right to Buy)	\$ 43.86	09/02/2016	D	50,038	10/07/2017 <sup>(4)</sup>	10/07/2025	Common Stock	50,038
Phantom Stock Units - Restricted Stock Plan	(5)	09/02/2016	M	136,572	(6)	(6)	Common Stock	136,572

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walicki Joseph A 5757 N GREEN BAY AVE MILWAUKEE, WI 53209			VP & Pres., Power Solutions	

## Signatures

/s/ Catherine M. Walker, Attorney-in-Fact for Joseph A. Walicki

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).

(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)

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Includes 2,059.74 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.

- (3) 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.
- (4) Fifty percent of the stock options vest after two years, and the remaining stock options vest after three years.
- (5) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock, and the phantom stock units were converted into an equivalent number of restricted stock units in JCI plc in connection with the closing of the merger.
- (6) 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.
- (7) Includes 43.99 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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