

JOHNSON CONTROLS INC  
Form 4  
November 04, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Kessler Brian J

(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)  
10/31/2014

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                    | 10/31/2014                           |  | M                              |   | 40,000  | A  | \$ 28.79  |
| Common Stock                    | 10/31/2014                           |  | D                              |   | 40,000  | D  | \$ 47.0808<br><u>(1)</u>                              |
| Common Stock                    | 10/31/2014                           |  | M                              |   | 40,000  | A  | \$ 24.87  |
| Common Stock                    | 10/31/2014                           |  | D                              |   | 40,000  | D  | \$ 47.0808<br><u>(1)</u>                              |
|                                 | 11/03/2014                           |  | M                              |   | 211.513   | A  | \$ 0  |

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|              |            |  |   |         |   |          |                   |                      |
|--------------|------------|--|---|---------|---|----------|-------------------|----------------------|
| Common Stock |            |  |   |         |   |          |                   |                      |
| Common Stock | 11/03/2014 |  | D | 211.513 | D | \$ 47.25 | 50,142.892        | D                    |
| Common Stock | 11/03/2014 |  | F | 1,218   | D | \$ 47.25 | 48,924.892        | D                    |
| Common Stock |            |  |   |         |   |          | 11,552.505<br>(2) | I                    |
|              |            |  |   |         |   |          |                   | By 401(k) Plan Trust |

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 Securities (Instr. 3 and 4) | Amount Number of Shares |                         |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|-------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                   | Amount Number of Shares |
| Employee Stock Option (Right to Buy)        | \$ 28.79   | 10/31/2014                           |  | M                              | 40,000  | 10/01/2010   | 10/01/2018  | Common Stock            | 40,000                  |
| Employee Stock Option (Right to Buy)        | \$ 24.87   | 10/31/2014                           |  | M                              | 40,000  | 10/01/2011   | 10/01/2019  | Common Stock            | 40,000                  |
| Phantom Stock Units - Restricted Stock Plan | (3)  | 11/03/2014                           |  | M                              | 211.513   | (4)  | (4)   | Common Stock            | 211.513                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Kessler Brian J<br>5757 N. GREEN BAY AVENUE<br>MILWAUKEE, WI 53209 |               |           | VP & Pres., Power Solutions |       |

## Signatures

/s/ Angela M. Blair, Attorney-in-Fact for Brian J.  
Kessler

11/04/2014

\_\_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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.94 to \$47.22, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 1 of this Form 4.

(2) The number of underlying securities is based on the stock fund balance on October 31, 2014. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on an October 31, 2014, stock fund price of \$47.25 per share.

(3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

(4) 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 restricted stock awards.

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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