

JOHNSON CONTROLS INC  
Form 4  
September 06, 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 \*  
McDonald R Bruce

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(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)  
Exec VP & Vice Chairman

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	Price	
Common Stock	09/02/2016		M		13,677.346	A \$ 0	13,677.346 D
Common Stock	09/02/2016		D		13,677.346	D \$ 48.9	0 D
Common Stock	09/02/2016		D		17,964.324	D 0	I By 401(k) Plan Trustee

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

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SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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
Employee Stock Option (Right to Buy)	\$ 40.21	09/02/2016		D	47,248	10/01/2009	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79	09/02/2016		D	160,000	10/01/2010	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87	09/02/2016		D	170,000	10/01/2011	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	150,000	10/01/2012	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	140,000	10/07/2013	10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	74,800	10/05/2014	10/05/2022	Common Stock
Employee Stock Option	\$ 48.37	09/02/2016		D	49,319	11/19/2015	11/19/2023	Common Stock

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016	D	80,437	11/18/2016 <sup>(3)</sup>	11/18/2024			Common Stock
Employee Stock Option (Right to Buy)	\$ 43.86	09/02/2016	D	104,562	10/07/2017 <sup>(3)</sup>	10/07/2025			Common Stock
Phantom Stock Units - Restricted Stock Plan	\$ 0 <sup>(4)</sup>	09/02/2016	M	13,677.346	<u>(5)</u>	<u>(5)</u>			Common Stock
Phantom Stock Units - Restricted Stock Plan	\$ 0 <sup>(4)</sup>	09/02/2016	D	235,430.791	<u>(5)</u>	<u>(5)</u>			Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald R Bruce 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Exec VP & Vice Chairman	

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for R. Bruce McDonald 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).  
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").
- (1) 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.
- (2) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.