

JOHNSON CONTROLS INC
Form 4
September 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) _____ Other (specify below)
VP & Chief Procurement Officer

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 | | 8,806 | D | 0 |
| Common Stock | 09/02/2016 | | M | | 226.048 | A | \$ 0 |
| Common Stock | 09/02/2016 | | F | | 819 | D | \$ 45.45 |
| Common Stock | 09/02/2016 | | D | | 226.048 | D | \$ 45.45 |
| | 09/02/2016 | | D | | | D | 0 |

By Spouse as Trustee

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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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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 |
| Phantom Stock Units - Restricted Stock Plan | <u>(4)</u> | 09/02/2016 | | M | 226.048 | <u>(5)</u> | <u>(5)</u> | Common Stock | 226 |
| 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 | | 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).
- 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) 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.
 - (2) 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.
 - (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 unvested restricted stock awards.
 - (5) 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.
 - (6) 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. 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.