

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Metcalf-Kupres Kimberley

(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 and Chief Marketing 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	Amount 6,592.349 (1) (2)	D (3) 0	D	
Common Stock	09/02/2016		D	18,291.467	D (3) 0	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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SEC 1474
(9-02)

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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 An Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 30.54	09/02/2016		D	9,500	10/01/2012 10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	12,500	10/07/2013 10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	16,100	10/05/2014 10/05/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 48.37	09/02/2016		D	6,802	11/19/2015 11/19/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016		D	9,395	11/18/2016 ⁽⁵⁾ 11/18/2024	Common Stock
Employee Stock Option (Right to Buy)	\$ 43.86	09/02/2016		D	12,775	10/07/2017 ⁽⁵⁾ 10/07/2025	Common Stock
Phantom Stock Units - Restricted Stock Plan	\$ 0 ⁽⁶⁾	09/02/2016		D	18,813.659	⁽⁷⁾ ⁽⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metcalf-Kupres Kimberley 5757 N GREEN BAY AVENUE MILWAUKEE, WI 53209			VP and Chief Marketing Officer	

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Kimberley S.
Metcalf-Kupres

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) Includes 253.063 shares acquired via dividend reinvestment on July 2, October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$51.36 per share.
The balance includes unvested restricted stock units and dividend equivalents that were converted into an equivalent number of restricted stock units in Johnson Controls International plc (formerly Tyco International plc) ("JCI plc") in connection with the closing of the merger between Johnson Controls, Inc. ("Johnson Controls") and JCI plc (the "merger").
- (2) Each share of Johnson Controls was converted into 0.8357 ordinary shares of JCI plc and \$5.7293 in cash in connection with the closing of the merger.
- (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 options vest after two years and the remaining 50% vests after three years.
- (5) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (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 586.66 units acquired via dividend reinvestment on January 6, April 2, July 2, October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$50.16 per unit.
- (8)

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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