JOHNSON CONTROLS INC
Form 4
September 07, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Molinaroli Alex A

(Last) (First) (Middle)

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

(Street)

MILWAUKEE, WI 53201

(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 below) _____ Other (specify below)
Chairman & CEO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2016		D		26,823.865	D	(1)	0	I	by 401(k) Trustee
Common Stock	09/02/2016		M		94,387.621	A	$ 0	410,235.338	D	
Common Stock	09/02/2016		M		36,932.248	A	$ 0	447,167.586	D	
Common Stock	09/02/2016		M		45,304.543	A	$ 0	492,472.129	D	
Common Stock	09/02/2016		M		13,295.433	A	$ 0	505,767.562	D	

Common Stock	09/02/2016		D	94,387.621	D	$ 48.9	411,379.941	D
Common Stock	09/02/2016		D	36,932.248	D	$ 48.9	374,447.693	D
Common Stock	09/02/2016		D	45,304.543	D	$ 48.9	329,143.15	D
Common Stock	09/02/2016		D	13,295.433	D	$ 48.9	315,847.717	D
Common Stock	09/02/2016		D	315,847.717 (2) (3)	D	(1)	0	D

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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Annual Incentive Plan	$ 0 (4)	09/02/2016		M			94,387.621	(5)	(5)	Common Stock
Phantom Stock Units - Long Term Incentive Plan	$ 0 (4)	09/02/2016		M			36,932.248	(7)	(7)	Common Stock
Phantom Stock Units - Retirement Restoration Plan	$ 0 (4)	09/02/2016		D			16,287.616	(9)	(9)	Common Stock
	$ 0 (4)	09/02/2016		M			45,304.543	(11)	(11)	

Phantom Stock Units - Restricted Stock Plan							Common Stock
Phantom Stock Units - Restricted Stock Plan	$ 0 (4)	09/02/2016	M	13,295.433	(11)	(11)	Common Stock
Phantom Stock Units - Restricted Stock Plan	$ 0 (4)	09/02/2016	D	94,682.455	(11)	(11)	Common Stock
Employee Stock Option (Right to Buy)	$ 43.86	09/02/2016	D	217,604	10/07/2017(13)	10/07/2025	Common Stock
Employee Stock Option (Right to Buy)	$ 50.23	09/02/2016	D	169,924	11/18/2016(13)	11/18/2024	Common Stock
Employee Stock Option (Right to Buy)	$ 40.21	09/02/2016	D	90,000	10/01/2009	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	$ 30.54	09/02/2016	D	135,000	10/01/2012	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	$ 28.54	09/02/2016	D	125,000	10/07/2013	10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	$ 27.85	09/02/2016	D	72,900	10/05/2014	10/05/2022	Common Stock
Employee Stock Option (Right to	$ 30.73	09/02/2016	D	65,100	01/23/2015	01/23/2023	Common Stock

Buy)								
Employee Stock Option (Right to Buy)	$ 48.37	09/02/2016		D	153,061	11/19/2015	11/19/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molinaroli Alex A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Chairman & CEO	

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Alex A. Molinaroli	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) Includes 6,448.572 shares acquired via dividend reinvestment on April 4, July 5 and August 19, 2016 at prices ranging from $38.76 to $45.03 per share.

(3) 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.

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

(5) The phantom stock units accrued under the Johnson Controls Annual Incentive Plan and settled 100% in cash.

(6) Includes 2,486.981 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.

(7) The phantom stock units accrued under the Johnson Controls Long-Term Incentive Plan and were settled 100% in cash.

(8) Includes 1,243.161 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.

(9) The phantom stock units accrue under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's retirement or termination of employment with the company.

(10) Includes 1,308.111 units acquired via dividend reinvestment on April 2, July 2, October 2, 2013, January 6, April 2, July 2, October 2, 2014, January 5, April 2, July 2, October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from $38.58 to $50.92 per unit.

(11) 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.

(12)

Includes 4,249.779 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.

(13) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

(14) 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.

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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