

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 \*  
Cadwallader Brian J

(Last) (First) (Middle)

5757 N GREEN BAY AVE

(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, Secretary & Gen. Counsel

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                           |  | M                              |   | 128.377   | A  | \$ 0 16,823.714                                       |
| Common Stock                    | 09/02/2016                           |  | D                              |   | 128.377   | D  | \$ 45.45 16,695.337                                   |
| Common Stock                    | 09/02/2016                           |  | F                              |   | 465   | D  | \$ 45.45 16,230.337                                   |
| Common Stock                    | 09/02/2016                           |  | M                              |   | 103.389   | A  | \$ 0 16,333.726                                       |
| Common Stock                    | 09/02/2016                           |  | D                              |   | 103.389   | D  | \$ 48.9 16,230.337                                    |

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|              |            |   |                                     |   |            |            |   |                        |
|--------------|------------|---|-------------------------------------|---|------------|------------|---|------------------------|
| Common Stock | 09/02/2016 | M | 1,009.89                            | A | \$ 0       | 17,240.227 | D |                        |
| Common Stock | 09/02/2016 | D | 1,009.89                            | D | \$ 48.9    | 16,230.337 | D |                        |
| Common Stock | 09/02/2016 | D | 1,340.529                           | D | <u>(1)</u> | 0          | I | By 401(k) Plan Trustee |
| Common Stock | 09/02/2016 | D | <u>16,230.337</u><br><u>(2) (3)</u> | D | <u>(1)</u> | 0          | D |                        |

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 Underlying Security (Instr. 3 and 4) |              |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Phantom Stock Units - Restricted Stock Plan | <u>(4)</u>   | 09/02/2016                           |  | M                              | 128.377   | <u>(5)</u>   | <u>(5)</u>  | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | <u>(4)</u>   | 09/02/2016                           |  | M                              | 103.389   | <u>(5)</u>   | <u>(5)</u>  | Common Stock |
| Phantom Stock Units - Annual Incentive Plan | <u>(4)</u>   | 09/02/2016                           |  | M                              | 1,009.89  | <u>(6)</u>   | <u>(6)</u>  | Common Stock |
| Phantom Stock Units -                       | <u>(4)</u>   | 09/02/2016                           |  | D                              | 52,425.329  | <u>(5)</u>   | <u>(5)</u>  | Common Stock |

Restricted  
Stock Plan

Employee  
Stock

|                             |          |            |   |        |                           |            |                 |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|
| Option<br>(Right to<br>Buy) | \$ 43.86 | 09/02/2016 | D | 40,836 | 10/07/2017 <sup>(9)</sup> | 10/07/2025 | Common<br>Stock |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|

Employee  
Stock

|                             |          |            |   |        |                           |            |                 |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|
| Option<br>(Right to<br>Buy) | \$ 50.23 | 09/02/2016 | D | 30,566 | 11/18/2016 <sup>(9)</sup> | 11/18/2024 | Common<br>Stock |
|-----------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|

Employee  
Stock

|                             |          |            |   |        |            |            |                 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|
| Option<br>(Right to<br>Buy) | \$ 48.37 | 09/02/2016 | D | 14,455 | 11/19/2015 | 11/19/2023 | Common<br>Stock |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|

Employee  
Stock

|                             |          |            |   |        |            |            |                 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|
| Option<br>(Right to<br>Buy) | \$ 30.54 | 09/02/2016 | D | 12,000 | 10/01/2012 | 10/01/2020 | Common<br>Stock |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Cadwallader Brian J<br>5757 N GREEN BAY AVE<br>MILWAUKEE, WI 53209 |               |           | VP, Secretary & Gen. Counsel |       |

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for Brian J. Cadwallader 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) 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 425,386 shares 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 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.

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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.
- (6) The phantom stock units accrued under the Johnson Controls Annual Incentive Plan and settled 100% in cash.
- (7) Includes 54.203 units acquired via dividend reinvestment on October 4, 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 \$50.16 per unit.
- (8) Includes 1,597.045 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) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after the grant date.
- (10) 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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