

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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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 *
JOERRES JEFFREY A

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5757 N. GREEN BAY AVE., P.O. BOX 591

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

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 | | 13,718 | D | 0 |
| Common Stock | 09/02/2016 | | D | | 2,358.292 (2) | D | 0 |
| Common Stock | 09/02/2016 | | M | | 94,182.45 | A | 94,182.45 |
| Common Stock | 09/02/2016 | | M | | 12,321.437 | A | 106,503.887 |

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Common Stock 09/02/2016 D 106,503.887 D \$ 48.9 0 D

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Phantom Stock Units / Directors' Deferred Compensation Plan | (4) | 09/02/2016 | | M | 94,182.45 | (3) (3) | Common Stock | 94 | |
| Phantom Stock Units / Directors' Share Unit Plan | (4) | 09/02/2016 | | M | 12,321.437 | (3) (3) | Common Stock | 12 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOERRES JEFFREY A 5757 N. GREEN BAY AVE. P.O. BOX 591 MILWAUKEE, WI 53201-0591 | X | | | |

Signatures

/s/ Catherine M. Walker, Attorney-in-fact for Jeffrey A. Joerres

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 102.632 shares acquired via dividend reinvestment on April 2, July 2, 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 phantom stock units accrued under the Johnson Controls Directors' Deferred Compensation Plan and were settled 100% in cash in connection with the merger.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (4) Includes 602.668 units acquired via dividend reinvestment on August 19, 2016 at \$45.03 per unit.
- (5) Includes 78.844 units acquired via dividend reinvestment on August 19, 2016 at \$45.03 per unit.

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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