

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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stief Brian J

(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 \_\_\_\_ Other (specify  
below) below)

EVP &amp; Chief Financial 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount      | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 09/02/2016                           |                                                    | D                              |                                                                   | 15,740      | D          | 0                                                                                             |                                                          | D                                                     |
| Common Stock                    | 09/02/2016                           |                                                    | M                              |                                                                   | 3,939.079   | A          | \$ 0                                                                                          | 3,939.079                                                | D                                                     |
| Common Stock                    | 09/02/2016                           |                                                    | D                              |                                                                   | 3,939.079   | D          | \$ 48.9                                                                                       | 0                                                        | D                                                     |
| Common Stock                    | 09/02/2016                           |                                                    | M                              |                                                                   | 102,093.583 | A          | \$ 0                                                                                          | 102,093.583                                              | D                                                     |
| Common Stock                    | 09/02/2016                           |                                                    | D                              |                                                                   | 102,093.583 | D          | \$ 48.9                                                                                       | 0                                                        | D                                                     |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                     | Date Exercisable                                               | Expiration<br>Date | Title                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 30.54                                                              | 09/02/2016                              |                                                             | D                                       | 35,000                                                                                              | 10/01/2012                                                     | 10/01/2020         | Common<br>Stock                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 28.54                                                              | 09/02/2016                              |                                                             | D                                       | 34,500                                                                                              | 10/07/2013                                                     | 10/07/2021         | Common<br>Stock                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 27.85                                                              | 09/02/2016                              |                                                             | D                                       | 21,500                                                                                              | 10/05/2014                                                     | 10/05/2022         | Common<br>Stock                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 48.37                                                              | 09/02/2016                              |                                                             | D                                       | 14,353                                                                                              | 11/19/2015                                                     | 11/19/2023         | Common<br>Stock                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 50.23                                                              | 09/02/2016                              |                                                             | D                                       | 32,175                                                                                              | 11/18/2016 <sup>(3)</sup>                                      | 11/18/2024         | Common<br>Stock                                    |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 43.86                                                              | 09/02/2016                              |                                                             | D                                       | 45,627                                                                                              | 10/07/2017 <sup>(3)</sup>                                      | 10/07/2025         | Common<br>Stock                                    |
|                                                     | \$ 0 <sup>(4)</sup>                                                   | 09/02/2016                              |                                                             | M                                       | 3,939.079                                                                                           | <sup>(5)</sup>                                                 | <sup>(5)</sup>     |                                                    |

Phantom  
Stock  
Units -  
Restricted  
Stock Plan

Common  
Stock

Phantom  
Stock  
Units -  
Restricted  
Stock Plan

\$ 0 <sup>(4)</sup>

09/02/2016

M

102,093.583

<sup>(5)</sup>

<sup>(5)</sup>

Common  
Stock

Phantom  
Stock  
Units -  
Restricted  
Stock Plan

\$ 0 <sup>(4)</sup>

09/02/2016

D

71,415.718

<sup>(5)</sup>

<sup>(5)</sup>

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                               |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                       | Other |
| Stief Brian J<br>5757 N. GREEN BAY AVENUE<br>P.O. BOX 591<br>MILWAUKEE, WI 53201 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for Brian J.  
Stief

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) 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.
  - (2) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
  - (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 and settle 100% in cash upon the reporting person's termination or retirement, subject to vesting requirements.
  - (5) Includes 4,919.78 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.
  - (6)

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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