

JOHNSON CONTROLS INC

Form 4

October 08, 2015

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 *
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)

10/07/2015

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, Asst. Secy & Gen Counsel

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/07/2015		F	444	D	\$ 43.86	4,044.437 ⁽¹⁾ D
Common Stock	10/07/2015		M	116.657	A	\$ 43.86	4,161.094 D
Common Stock	10/07/2015		D	116.657	D	\$ 43.86	4,044.437 D
Common Stock	10/07/2015		A	3,060	A	\$ 0	7,104.437 D
Common Stock	10/07/2015		A	9,182	A	\$ 0	16,286.437 D

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Common Stock	5,590.951 <u>(2)</u> I	By 401(k) Plan Trustee
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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 (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Restricted Stock Plan	(3)	10/07/2015		M		116.657		(4)	(4)	Common Stock
Phantom Stock Units - Restricted Stock Plan	(3)	10/07/2015		A		9,183		(4)	(4)	Common Stock
Phantom Stock Units - Restricted Stock Plan	(3)	10/07/2015		A		27,548		(4)	(4)	Common Stock
Employee Stock Option (Right to Buy)	\$ 43.86	10/07/2015		A		40,836		10/07/2017(6)	10/07/2025	Common Stock
Employee Stock Option (Right to Buy)	\$ 50.23							11/18/2016(6)	11/18/2024	Common Stock
Employee Stock	\$ 30.54							10/01/2012	10/01/2020	Common Stock

Option
(Right to
Buy)

Employee
Stock

Option \$ 28.54
(Right to
Buy)

10/07/2013 10/07/2021

Common
Stock

Employee
Stock

Option \$ 27.85
(Right to
Buy)

10/05/2014 10/05/2022

Common
Stock

Employee
Stock

Option \$ 48.37
(Right to
Buy)

11/19/2015⁽⁶⁾ 11/19/2023

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cadwallader Brian J 5757 N GREEN BAY AVE MILWAUKEE, WI 53209			VP, Asst. Secy & Gen Counsel	

Signatures

/s/ Angela M. Blair, Attorney-in-Fact for Brian J.
Cadwallader

10/08/2015

__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) The balance includes 36.788 shares acquired via dividend reinvestment on July 2, 2015 at \$50.39 per share.

The number of underlying securities is based on the stock fund balance on September 30, 2015. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on a September 30, 2015 stock fund price of \$41.36 per share.

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

The phantom stock units accrue under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with or retirement from the company. The units may be transferred into an alternative investment account at any time.

(5) The balance includes 291.677 phantom stock units acquired via dividend reinvestment on January 5, April 2, and July 2, 2015, at prices ranging from \$46.31 to \$50.16 per unit.

(6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after the grant date.

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