JOHNSON CONTROLS INC
Form 4
September 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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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 *
Davis Simon
(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
__X__ Officer (give title below) _____ Other (specify below)
VP, Chief Human Resources Ofcr

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	11/30/2015		G	V	545	D	$ 0	32,502.401 (1)	D	
Common Stock	09/02/2016		F		495	D	$ 45.45	32,694.243	D	
Common Stock	09/02/2016		D		32,694.243	D	(2)	0	D	
Common Stock	09/02/2016		M		136.57	A	$ 0	136.57	D	
Common Stock	09/02/2016		D		136.57	D	$ 45.45	0	D	

Common Stock	09/02/2016		D		500.368	D	(2)	0	I	By 401(k) Plan Trust

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right to Buy)	$ 24.87	09/02/2016		D			11,300	10/01/2011	10/01/2019	Common Stock	
Employee Stock Option (Right to Buy)	$ 30.54	09/02/2016		D			9,500	10/01/2012	10/01/2020	Common Stock	
Employee Stock Option (Right to Buy)	$ 28.54	09/02/2016		D			12,500	10/07/2013	10/07/2021	Common Stock	
Employee Stock Option (Right to Buy)	$ 27.85	09/02/2016		D			16,100	10/05/2014	10/05/2022	Common Stock	
Employee Stock Option (Right to Buy)	$ 48.37	09/02/2016		D			10,204	11/19/2015	11/19/2023	Common Stock	

Employee Stock Option (Right to Buy)	$ 50.23	09/02/2016	D	18,661	11/18/2016 (4)	11/18/2024	Common Stock
Employee Stock Option (Right to Buy)	$ 43.86	09/02/2016	D	24,942	10/07/2017 (4)	10/07/2025	Common Stock
Phantom Stock Units - Restricted Stock Plan	(5)	09/02/2016	M	136.57	(6)	(6)	Common Stock
Phantom Stock Units - Restricted Stock Plan	(5)	09/02/2016	D	15,383.513	(6)	(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Simon 5757 N. GREEN BAY AVE. MILWAUKEE, WI 53209			VP, Chief Human Resources Ofcr	

Signatures

/s/ Catherine M. Walker, attorney-in-fact for Simon Davis	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) Includes 646.842 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.

(2) 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").

(3) 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.

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

(5)

Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock, and the phantom stock units were converted into an equivalent number of restricted stock units in JCI plc in connection with the closing of the merger.

(6) 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.

(7) Includes 470.5 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.

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