

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 \*  
Bartschat Michael K

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 AVENUE  
  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP & Chief Procurement Officer

MILWAUKEE, WI 53209

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

(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		8,806	D	\$ 0
Common Stock	09/02/2016		M		226.048	A	\$ 0
Common Stock	09/02/2016		F		819	D	\$ 45.45
Common Stock	09/02/2016		D		226.048	D	\$ 45.45
	09/02/2016		D			D	\$ 0

By Spouse as Trustee

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Common Stock 22,790,304  
(2) (3)

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

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**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	Amount of Underlying Shares
Phantom Stock Units - Restricted Stock Plan	<u>(4)</u>	09/02/2016		M	226.048	<u>(5)</u>	<u>(5)</u>	Common Stock	226.048
Employee Stock Option (Right to Buy)	\$ 28.54	09/02/2016		D	6,250	10/07/2013	10/07/2021	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 27.85	09/02/2016		D	10,750	10/05/2014	10/05/2022	Common Stock	10,750
Employee Stock Option (Right to Buy)	\$ 48.37	09/02/2016		D	11,428	11/19/2015	11/19/2023	Common Stock	11,428
Employee Stock Option (Right to Buy)	\$ 50.23	09/02/2016		D	9,652	11/18/2016 <sup>(7)</sup>	11/18/2024	Common Stock	9,652
	\$ 43.86	09/02/2016		D	11,634	10/07/2017 <sup>(7)</sup>	10/07/2025		11,634

Employee  
Stock  
Option  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bartschat Michael K 5757 N GREEN BAY AVENUE MILWAUKEE, WI 53209			VP & Chief Procurement Officer	

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for Michael K.  
Bartschat

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 628.739 shares acquired via dividend reinvestment on 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 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.
  - (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. The balance includes dividend equivalent units that settle 100% in cash and relate to unvested restricted stock awards.
  - (5) 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.
  - (6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after the grant date.

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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