

JOHNSON CONTROLS INC  
Form 4  
September 07, 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 \*  
Molinaroli Alex 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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman & CEO

5757 N. GREEN BAY AVENUE, P.O. BOX 591

(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

(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                              |   | 26,823.865  | D  | 0   |
| Common Stock                    | 09/02/2016                           |  | M                              |   | 94,387.621  | A  | \$ 0  |
| Common Stock                    | 09/02/2016                           |  | M                              |   | 36,932.248  | A  | \$ 0  |
| Common Stock                    | 09/02/2016                           |  | M                              |   | 45,304.543  | A  | \$ 0  |
| Common Stock                    | 09/02/2016                           |  | M                              |   | 13,295.433  | A  | \$ 0  |

by  
401(k)  
Trustee

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|              |            |   |                                      |   |            |             |   |
|--------------|------------|---|--------------------------------------|---|------------|-------------|---|
| Common Stock | 09/02/2016 | D | 94,387.621                           | D | \$ 48.9    | 411,379.941 | D |
| Common Stock | 09/02/2016 | D | 36,932.248                           | D | \$ 48.9    | 374,447.693 | D |
| Common Stock | 09/02/2016 | D | 45,304.543                           | D | \$ 48.9    | 329,143.15  | D |
| Common Stock | 09/02/2016 | D | 13,295.433                           | D | \$ 48.9    | 315,847.717 | D |
| Common Stock | 09/02/2016 | D | 315,847.717<br><u>(2)</u> <u>(3)</u> | D | <u>(1)</u> | 0           | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying (Instr. 3 and 4) |              |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Phantom Stock Units - Annual Incentive Plan       | \$ 0 <u>(4)</u>  | 09/02/2016                           |  | M                              | 94,387.621  | <u>(5)</u>   | <u>(5)</u>                               | Common Stock |
| Phantom Stock Units - Long Term Incentive Plan    | \$ 0 <u>(4)</u>  | 09/02/2016                           |  | M                              | 36,932.248  | <u>(7)</u>   | <u>(7)</u>                               | Common Stock |
| Phantom Stock Units - Retirement Restoration Plan | \$ 0 <u>(4)</u>  | 09/02/2016                           |  | D                              | 16,287.616  | <u>(9)</u>   | <u>(9)</u>                               | Common Stock |
|   | \$ 0 <u>(4)</u>  | 09/02/2016                           |  | M                              | 45,304.543  | <u>(11)</u>  | <u>(11)</u>                              |              |

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|   |                     |            |   |            |                            |             |  |              |
|---|---------------------|------------|---|------------|----------------------------|-------------|--|--------------|
| Phantom Stock Units - Restricted Stock Plan |                     |            |   |            |                            |             |  | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | \$ 0 <sup>(4)</sup> | 09/02/2016 | M | 13,295.433 | <u>(11)</u>                | <u>(11)</u> |  | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | \$ 0 <sup>(4)</sup> | 09/02/2016 | D | 94,682.455 | <u>(11)</u>                | <u>(11)</u> |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 43.86            | 09/02/2016 | D | 217,604    | 10/07/2017 <sup>(13)</sup> | 10/07/2025  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 50.23            | 09/02/2016 | D | 169,924    | 11/18/2016 <sup>(13)</sup> | 11/18/2024  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 40.21            | 09/02/2016 | D | 90,000     | 10/01/2009                 | 10/01/2017  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 30.54            | 09/02/2016 | D | 135,000    | 10/01/2012                 | 10/01/2020  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 28.54            | 09/02/2016 | D | 125,000    | 10/07/2013                 | 10/07/2021  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 27.85            | 09/02/2016 | D | 72,900     | 10/05/2014                 | 10/05/2022  |  | Common Stock |
| Employee Stock Option (Right to Buy)        | \$ 30.73            | 09/02/2016 | D | 65,100     | 01/23/2015                 | 01/23/2023  |  | Common Stock |

Buy)

Employee

Stock

|        |          |            |   |         |            |            |                 |
|--------|----------|------------|---|---------|------------|------------|-----------------|
| Option | \$ 48.37 | 09/02/2016 | D | 153,061 | 11/19/2015 | 11/19/2023 | Common<br>Stock |
|--------|----------|------------|---|---------|------------|------------|-----------------|

(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Molinaroli Alex A<br>5757 N. GREEN BAY AVENUE<br>P.O. BOX 591<br>MILWAUKEE, WI 53201 |               |           | Chairman<br>& CEO |       |

## Signatures

/s/ Catherine M. Walker, attorney-in-fact for Alex A.  
Molinaroli

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) 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").
  - (2) Includes 6,448,572 shares acquired via dividend reinvestment on April 4, July 5 and August 19, 2016 at prices ranging from \$38.76 to \$45.03 per share.
  - (3) 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.
  - (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
  - (5) The phantom stock units accrued under the Johnson Controls Annual Incentive Plan and settled 100% in cash.
  - (6) Includes 2,486,981 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.
  - (7) The phantom stock units accrued under the Johnson Controls Long-Term Incentive Plan and were settled 100% in cash.
  - (8) Includes 1,243,161 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.
  - (9) The phantom stock units accrue under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's retirement or termination of employment with the company.
    - (10) Includes 1,308,111 units acquired via dividend reinvestment on April 2, July 2, October 2, 2013, January 6, April 2, July 2, October 2, 2014, January 5, April 2, July 2, October 2, 2015, January 5, April 4, July 5 and August 19, 2016 at prices ranging from \$38.58 to \$50.92 per unit.
    - (11) 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.
    - (12)

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Includes 4,249.779 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.

- (13) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
- (14) 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.

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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