

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McDonald R Bruce

(Last) (First) (Middle)

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

(Street)

MILWAUKEE, WI 53201-0591

(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 below) ____ Other (specify below)

Exec VP & Vice Chairman

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 10/07/2015 | | M | V Amount (A) or (D) Price 6,129.77 A \$ 43.86 | 112,920.77 | D | |
| Common Stock | 10/07/2015 | | D | V Amount (A) or (D) Price 6,129.77 D \$ 43.86 | 106,791 | D | |
| Common Stock | | | | | 17,593.07 ⁽¹⁾ | I | By 401(k) Plan Trustee |

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 - Restricted Stock Plan | \$ 0 <u>(2)</u> | 10/07/2015 | | M | 6,129.77 | <u>(3)</u> <u>(3)</u> | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | \$ 0 <u>(2)</u> | 10/07/2015 | | A | 31,349 | <u>(3)</u> <u>(3)</u> | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | \$ 0 <u>(2)</u> | 10/07/2015 | | A | 94,049 | <u>(3)</u> <u>(3)</u> | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 43.86 | 10/07/2015 | | A | 104,562 | 10/07/2017 ⁽⁵⁾ 10/07/2025 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 10/01/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 10/01/2018 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 10/01/2019 | Common Stock |

Buy)

Employee
StockOption \$ 30.54
(Right to
Buy)

10/01/2012 10/01/2020

Common
StockEmployee
StockOption \$ 28.54
(Right to
Buy)

10/07/2013 10/07/2021

Common
StockEmployee
StockOption \$ 27.85
(Right to
Buy)

10/05/2014 10/05/2022

Common
StockEmployee
StockOption \$ 48.37
(Right to
Buy)11/19/2015⁽⁵⁾ 11/19/2023Common
StockEmployee
StockOption \$ 50.23
(Right to
Buy)11/18/2016⁽⁵⁾ 11/18/2024Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDonald R Bruce 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Exec VP & Vice Chairman | |

Signatures

/s/ Angela M. Blair, Attorney-In-Fact for R. Bruce
McDonald

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 number of underlying securities is based on the stock fund balance on October 6, 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

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market fund. The stock account balance reflected in this report is based on an October 6, 2015 stock fund price of \$43.05 per share.

- (2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (3) 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.
- (4) The balance includes 3442.125 phantom stock units acquired via dividend reinvestment on January 5, April 2, July 2, and October 2, 2015 at prices ranging from \$42.33 to \$50.16 per unit.
- (5) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after 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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