

JOHNSON CONTROLS INC

Form 4

October 09, 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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walicki Joseph A

(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 below) \_\_\_\_ Other (specify below)

VP &amp; Pres., Power Solutions

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common<br>Stock                       | 10/07/2015                              |   | M                                    | 116.657   | A \$<br>43.86  | 31,290.296  | D  |
| Common<br>Stock                       | 10/07/2015                              |   | D                                    | 116.657   | D \$<br>43.86  | 31,173.639  | D  |
| Common<br>Stock                       | 10/07/2015                              |   | F                                    | 444   | D \$<br>43.86  | 30,729.639  | D  |
| Common<br>Stock                       | 10/07/2015                              |   | A                                    | 15,002  | A \$ 0   | 45,731.639  | D  |
| Common<br>Stock                       | 10/07/2015                              |   | A                                    | 45,006  | A \$ 0   | 90,737.639<br>(1)   | D  |

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|                 |                     |   |                            |
|-----------------|---------------------|---|----------------------------|
| Common<br>Stock | 4,290.05 <u>(2)</u> | I | by 401k<br>Plan<br>Trustee |
|-----------------|---------------------|---|----------------------------|

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<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Underlying<br>(Instr. 3 and |                    |                 |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date Exercisable                            | Expiration<br>Date | Title           |
| Phantom<br>Stock<br>Units -<br>Restricted<br>Stock Plan | (3)   | 10/07/2015                              |   | M                                       |   | 116.657  |     | (4)   | (4)                | Common<br>Stock |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 43.86  | 10/07/2015                              |   | A                                       | 50,038  |  |     | 10/07/2017(6)                               | 10/07/2025         | Common<br>Stock |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 40.21  |   |   |   |   |  |     | 10/01/2009                                  | 10/01/2017         | Common<br>Stock |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 28.79  |   |   |   |   |  |     | 10/01/2010                                  | 10/01/2018         | Common<br>Stock |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 24.87  |   |   |   |   |  |     | 10/01/2011                                  | 10/01/2019         | Common<br>Stock |
| Employee<br>Stock                                       | \$ 30.54  |   |   |   |   |  |     | 10/01/2012                                  | 10/01/2020         | Common<br>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<sup>(6)</sup> 11/19/2023

Common  
Stock

Employee  
Stock

Option \$ 50.23  
(Right to  
Buy)

11/18/2016<sup>(6)</sup> 11/18/2024

Common  
Stock

Employee  
Stock

Option \$ 46.31  
(Right to  
Buy)

01/05/2017<sup>(6)</sup> 01/05/2025

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Walicki Joseph A<br>5757 N GREEN BAY AVE<br>MILWAUKEE, WI 53209 |               |           | VP & Pres., Power Solutions |       |

## Signatures

/s/ Angela M. Blair, Attorney-in-Fact for Joseph A.  
Walicki

10/09/2015

\_\_\_\_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).

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- (1) The balance includes 123,360 shares acquired via dividend reinvestment on January 5, April 2 and July 2, 2015 at prices ranging from \$46.31 to \$50.16 per share. The balance also includes 2,407 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.
- (2) The number of underlying securities is based on the stock fund balance on September 29, 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 29, 2015 stock fund price of \$39.80 per share.
- (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 restricted stock awards.
- (5) Includes 64.79 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.
- (6) Fifty percent of the stock options vest after two years, and the remaining stock options vest after three years.

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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