

Molinaroli Alex A
Form 4
January 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice Chairman

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/23/2013		A	21,800 A 11	45,742	D	
Common Stock					46,611.761 (2)	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)

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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
Employee Stock Option (Right to Buy)	\$ 30.73	01/23/2013		A	65,100	01/23/2015 ⁽³⁾	01/23/2023	Common Stock	6
Phantom Stock Units - Restricted Stock Plan	\$ 0 ⁽¹⁾					⁽⁴⁾	⁽⁴⁾	Common Stock	72
Phantom Stock Units - Retirement Restoration Plan	⁽¹⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	14,
Phantom Stock Units - Annual Incentive Plan	⁽¹⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	38,
Phantom Stock Units - Long-Term Incentive Plan	⁽¹⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	18,
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Common Stock	9

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- (2) The number of underlying securities is based on the stock fund balance on January 3, 2013. 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 January 3, 2013, stock fund price of \$31.80 per share.
- (3) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
- (4) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock and dividend equivalent units that settle 100% in cash and relate to restricted stock awards.
- (5) The balance includes 523.227 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.
- (6) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (7) The balance includes 93.931 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.
- (8) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (9) The balance includes 207.606 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.
- (10) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (11) The balance includes 74.997 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.

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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