

Strayer Jacqueline F
Form 4
September 19, 2012

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
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Strayer Jacqueline F

(Last) (First) (Middle)

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

(Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

JOHNSON CONTROLS INC [JCI]

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

09/17/2012

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 ____ Other (specify
below) below)

Vice President

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	09/17/2012		C	2,234 A	12,453.979 ⁽²⁾ ₍₃₎	D	
Common Stock					3,161.792 ⁽⁴⁾	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 Number of Shares
6.50% Convertible Senior Notes	(5)	09/17/2012		C	2,234	03/16/2009	09/30/2012	Common Stock	2,234
Phantom Stock Units - Restricted Stock	(6)					(7)	(7)	Common Stock	32
Phantom Stock Units - Annual Incentive Plan	(6)					(9)	(9)	Common Stock	9,100
Phantom Stock Units - Retirement Restoration	(6)					(11)	(11)	Common Stock	2,700
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010	10/01/2018	Common Stock	23
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011	10/01/2019	Common Stock	23
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽¹³⁾	10/01/2020	Common Stock	19
Employee Stock	\$ 28.54					10/07/2013 ⁽¹³⁾	10/07/2021	Common Stock	19

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strayer Jacqueline F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Jacqueline F.
Strayer

09/19/2012

__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) Pursuant to the terms of the 6.50% Convertible Notes, the reporting person settled the notes at a rate of 89.3855 shares per \$1,000 principal amount of notes (approximately \$11.19 per share). See footnote 5 for additional information regarding the notes.
- Includes the following previously granted shares of restricted stock: 750 which vest on October 1, 2012, 1,600 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 2,000 which vest on November 4, 2013, 1,600 which vest on November 3, 2014 and 1,250 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.
- (2) Includes 9.537 shares acquired through the reinvestment of dividends on January 3, 2012 at \$32.33 per share.
- The number of underlying securities is based on the stock fund balance on September 13, 2012. 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 an September 13, 2012, stock fund price of \$28.78 per share.
- (3) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.
- (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the award.
- (5) Includes 56.453 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
- 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 retirement or termination of employment with the issuer.
- (6) Includes 58.535 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
- 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 retirement or termination of employment with the issuer. This plan mirrors the company's 401(k) Plan.
- (7) Includes 17.896 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
- (8) Fifty percent of the options vest after two years and the remaining 50% vests 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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