

Strayer Jacqueline F
Form 4
October 03, 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
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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)

10/01/2012

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 below) ____ Other (specify 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/01/2012		F		272	D	\$ 27.65	12,181.979 (1)	D	
Common Stock	10/01/2012		M		62.282	A	(2)	12,244.261 (1)	D	
Common Stock	10/01/2012		D		62.282	D	\$ 27.65	12,181.979 (1)	D	
Common Stock	10/02/2012		M		5.307	A	(2)	12,187.286 (1)	D	
Common Stock	10/02/2012		D		5.307	D	\$ 27.55	12,181.979 (1)	D	

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Common
Stock

3,214.836 ⁽³⁾ 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)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock Units - Restricted Stock	<u>(2)</u>	10/01/2012		M	62.282	<u>(4)</u> <u>(4)</u>	Common Stock 6
Phantom Stock Units - Restricted Stock	<u>(2)</u>	10/02/2012		M	5.307	<u>(4)</u> <u>(4)</u>	Common Stock
Phantom Stock Units - Annual Incentive Plan	<u>(2)</u>					<u>(6)</u> <u>(6)</u>	Common Stock 9,
Phantom Stock Units - Retirement Restoration	<u>(2)</u>					<u>(8)</u> <u>(8)</u>	Common Stock 2.
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 10/01/2018	Common Stock 2
Employee Stock Option	\$ 24.87					10/01/2011 10/01/2019	Common Stock 2

(Right to
Buy)

Employee
Stock

Option \$ 30.54

10/01/2012⁽¹⁰⁾ 10/01/2020

Common
Stock

(Right to
Buy)

Employee
Stock

Option \$ 28.54

10/07/2013⁽¹⁰⁾ 10/07/2021

Common
Stock

(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

10/03/2012

__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) Includes the following previously granted shares of restricted stock: 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) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (3) The number of underlying securities is based on the stock fund balance on October 2, 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 October 2, 2012, stock fund price of \$27.55 per share.
 - (4) 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 52.047 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.
 - (6) 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.
 - (7) Includes 59.47 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.

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- (8) 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.
- (9) Includes 18.161 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.
- (10) 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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