

JOHNSON CONTROLS INC
Form 4
January 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOERRES JEFFREY 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 AVE., P.O. BOX 591

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2012

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

(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 53201-0591

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 9,488 | D | |
| Common Stock | | | | | 2,116.234 ⁽¹⁾ | I | By Spouse as Trustee of TR |

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Phantom Stock Units/Director's Deferred Comp Plan | (2) | 01/25/2012 | | A | 4,072 | (3) (3) | Common Stock 4,072 |
| Phantom Stock Units/Directors' Retirement Stock Plan | (2) | | | | | (5) (5) | Common Stock 11,054 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOERRES JEFFREY A 5757 N. GREEN BAY AVE. P.O. BOX 591 MILWAUKEE, WI 53201-0591 | X | | | |

Signatures

Angela M. Blair, Attorney-In-Fact for Jeffrey A. Joerres 01/27/2012

__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 40,921 shares acquired through the reinvestment of dividends on April 4, July 5, and October 4, 2011 and January 3, 2012, at prices ranging from \$24.80 to \$42.25 per share.
- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan.
- (4) Includes 1,172,650 phantom stock units acquired through the reinvestment of dividends on April 4, July 5, and October 4, 2011, and January 3, 2012 at prices ranging from \$27.56 to \$42.25 per phantom unit.

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- The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash upon the
- (5) reporting person's retirement. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan.
 - (6) Includes 207.664 phantom stock units acquired through the reinvestment of dividends on April 4, July 5, and October 4, 2011, and January 3, 2012 at prices ranging from \$27.56 to \$42.25 per phantom unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.