

Stief Brian J
 Form 4
 November 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Stief Brian J

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Pres. & Corp. Controller

MILWAUKEE, WI 53201

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/2012		M	V	Amount: 158.735 Price: \$ 26.04	A	7,658.735 D
Common Stock	11/01/2012		D		Amount: 158.735 Price: \$ 26.04	D	7,500 D

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grants	\$ 0 ⁽¹⁾	11/01/2012		M	158.735	<u>(2)</u>	<u>(2)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽³⁾	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54					10/07/2013 ⁽³⁾	10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85					10/05/2014 ⁽³⁾	10/05/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stief Brian J 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice Pres. & Corp. Controller	

Signatures

Angela M. Blair, Attorney-in-Fact for Brian J. Stief
 Stief
 11/02/2012
 **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) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (2) 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.
- (3) 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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