

Strayer Jacqueline F
 Form 4
 October 03, 2012

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 *
 Strayer Jacqueline F

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)
 10/01/2012

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/01/2012 | | F | 272 | \$ 27.65 | (1) | D |
| Common Stock | 10/01/2012 | | M | 62.282 | (2) | (1) | D |
| Common Stock | 10/01/2012 | | D | 62.282 | \$ 27.65 | (1) | D |
| Common Stock | 10/02/2012 | | M | 5.307 | (2) | (1) | D |
| Common Stock | 10/02/2012 | | D | 5.307 | \$ 27.55 | (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 of Underlying Security (Instr. 3 and 4) | 8. Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| 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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