

Boyd Colin  
Form 4  
October 03, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Boyd Colin

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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		M		2,166.084	A	\$ 0 <sup>(1)</sup>
							16,100.907 <sub>(2) (3)</sub>
Common Stock	10/01/2012		D		2,166.084	D	\$ 27.65 <sub>(2) (3)</sub>
Common Stock	10/02/2012		M		14.152	A	\$ 0 <sup>(1)</sup>
							13,962.052 <sub>(2) (4)</sub>
Common Stock	10/02/2012		D		14.152	D	\$ 27.55 <sub>(4)</sub>
							13,947.9 <sup>(2)</sup> <sub>(4)</sub>
Common Stock							3,485.105 <sup>(5)</sup>

By  
401(k)  
Plan

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Restricted Stock	(1)	10/01/2012		M	2,166.084	(6)	(6)	Common Stock
Phantom Stock Units - Restricted Stock	(1)	10/02/2012		M	14.152	(6)	(6)	Common Stock
Phantom Stock Units - Long-Term Incentive Plan	(1)					(9)	(9)	Common Stock
Phantom Stock Units - Retirement Restoration	(1)					(11)	(11)	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011	10/01/2019	Common Stock
	\$ 30.54					10/01/2012 <sup>(13)</sup>	10/01/2020	



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- (10) Includes 206.152 phantom stock units acquired through the reinvestment of dividends on January 3, April 3, July 3 and October 2, 2012 at prices ranging from \$27.55 to \$32.60 per phantom stock unit.
- (11) The phantom stock units accrue under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- The balance includes: 108.071 phantom stock units acquired through the reinvestment of dividends on January 3, April 3, July 3 and October 2, 2012 at prices ranging from \$27.55 to \$32.60 per phantom stock unit; phantom stock units acquired through employee payroll contributions (which are discretionary transactions and qualify for the Rule 16a-3(f)(1)(i)(B) reporting exemption); and a company match of 1,866.289 phantom stock units on February 16, 2012 at \$34.44 per phantom stock unit. The plan mirrors the company's 401(k) Plan.
- (12) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (13) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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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