

ROELL STEPHEN A
Form 4
August 02, 2011

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 *
ROELL STEPHEN A

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

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

08/01/2011

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)

Chief Executive Officer

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 or Price		
Common Stock	08/01/2011		F		2,565 D \$ 37.51	D	
Common Stock	08/01/2011		M		706.045 A \$ 37.51	D	
Common Stock	08/01/2011		D		706.045 D \$ 37.51	D	
Common Stock					34,320.87 ⁽¹⁾	I	By 401(k) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Instrument (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock	(2)	08/01/2011		M	706.045	(3)	(3)	Common Stock
Phantom Stock Units/Retirement Restoration Plan	(2)					(6)	(6)	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽⁸⁾	10/02/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁸⁾	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁸⁾	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁸⁾	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁸⁾	10/01/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROELL STEPHEN A
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

X

Chief Executive Officer

Signatures

Angela M. Blair, Attorney-In-Fact for Stephen A.
Roell

08/02/2011

__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) The number of underlying securities is based on the stock fund balance on July 29, 2011. 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 a July 29, 2011, stock fund price of \$36.95 per share.
 - (2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (3) The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination from the issuer, subject to vesting provisions.

The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest, and will be paid in cash to the reporting person. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's retirement from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.
 - (5) Includes 4,650.178 phantom stock units acquired through the reinvestment of dividends of January 4, April 5 and July 5, 2011 at prices ranging from \$39.68 to \$42.25 per phantom stock unit.
 - (6) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. The units are payable in cash following the reporting person's retirement from the issuer, and may be transferred by the reporting person into an alternative investment account.
 - (7) Includes 651.40 phantom stock units acquired through the reinvestment of dividends of January 4, April 5 and July 5, 2011 at prices ranging from \$39.68 to \$42.25 per phantom stock unit.
 - (8) 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. 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.