

MYERS C DAVID
Form 4
September 21, 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

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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 *
MYERS C DAVID

(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)
09/20/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/20/2012 | | C | 17,877 A 11 | 185,491 (2) | D | |
| Common Stock | | | | | 10,608.804 (3) | I | By 401(k) Plan |

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 |
| 6.50% Convertible Senior Notes | (4) | 09/20/2012 | | C | 17,877 | 03/16/2009 | 09/30/2012 | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | (6) | | | | | (7) | (7) | Common Stock |
| Phantom Stock Units/Restricted Stock Grants | (6) | | | | | (9) | (9) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.3667 | | | | | 01/03/2008 | 01/03/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 | 10/01/2017 | 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 ⁽⁵⁾ | 10/01/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | | | | 10/01/2012 ⁽⁵⁾ | 10/01/2020 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.54 | | | | | 10/07/2013 ⁽⁵⁾ | 10/07/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MYERS C DAVID 5757 N GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

| | |
|---|------------|
| Angela M. Blair, Attorney-In-Fact for C. David Myers | 09/21/2012 |
| **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) Pursuant to the terms of the 6.5% Convertible Notes, the reporting person settled the notes at a rate of 89.3855 shares per \$1,000 principal amount of notes (approximately \$11.19 per share). See footnote 4 for additional information regarding the notes.
- (2) Includes the following previously granted shares of restricted stock: 12,000 which vest on November 1, 2012, 11,000 which vest on October 7, 2013, 11,250 which vest on November 2, 2013, 12,000 which vest on November 1, 2014 and 11,000 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.
- (3) The number of underlying securities is based on the stock fund balance on September 13, 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 a September 13, 2012, stock fund price of \$28.78 per share, and includes a company match of 426.829 phantom stock units on February 16, 2012 at \$34.44 per unit.
- (4) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.
- (5) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (6) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (7) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (8) The balance includes 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, a company match of 6,517.276 phantom stock units acquired on February 16, 2012 at \$34.44 per phantom stock unit, and 496.958 phantom stock units acquired through the reinvestment of dividends on January 3, April 3 and July 3, 2012 at prices ranging from \$27.81 to \$32.60 per phantom stock unit. This plan mirrors the company's 401(k) Plan.
- (9) The restricted stock units were awarded under the Johnson Controls Restricted Stock Plan. The units relate to unvested, non-deferred restricted stock awards and will be settled 100% in cash upon vesting.
- (10) Includes 1,026.944 phantom stock units acquired through the reinvestment of dividends on January 3, April 3 and July 3, 2012 at prices ranging from \$27.81 to \$32.60 per phantom stock 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.