

DAVIS SUSAN F
Form 4
October 11, 2011

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 *
DAVIS SUSAN F

(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)
10/07/2011

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)
Executive 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)
				(A) or (D) Price			
Common Stock					168,551	D	
Common Stock					2,243.743 ⁽¹⁾	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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grant	(2)	10/07/2011		A	13,000	10/07/2013 ⁽³⁾ 10/07/2015 ⁽³⁾		Comm Stock
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2011		A	78,000	10/07/2013 ⁽⁶⁾ 10/07/2021 ⁽⁶⁾		Comm Stock
Phantom Stock Units/Retirement Restoration Plan	(2)					⁽⁷⁾ ⁽⁷⁾		Comm Stock
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 11/17/2014		Comm Stock
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 11/16/2015		Comm Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 10/02/2016		Comm Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 10/01/2017		Comm Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁶⁾ 10/01/2018		Comm Stock
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁶⁾ 10/01/2019		Comm Stock
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁶⁾ 10/01/2020		Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

10/11/2011

__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).

The number of underlying securities is based on the stock fund balance on October 4 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 an October 4, 2011, stock fund price of \$27.56 per share.

(2) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

The balance includes an award of 13,000 restricted stock units granted on October 7, 2011, which vest as follows: 6,500 on October 7, 2013, and 6,500 on October 7, 2015. The units and the dividends which accrue during the restrictive period, will be settled 100% in cash upon retirement.

The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing (a) vested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement and may be transferred into an alternative investment account, (b) unvested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement, (c) unvested, non-deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon vesting of the award.

(5) Includes 284.331 phantom stock units acquired through the reinvestment of dividends on October 4, 2011 at \$27.56 per unit.

(6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

(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 termination of employment with the company.

(8) Includes 5.717 phantom stock units acquired through the reinvestment of dividends on October 4, 2011 at \$27.56 per unit.

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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