

MYERS C DAVID
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 *
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)
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)
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	10/07/2011		A	22,000 A \$ 0	176,592 ⁽¹⁾	D	
Common Stock					9,206.094 ⁽²⁾	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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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
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2011		A	134,000	10/07/2013 ⁽³⁾	10/07/2021	Common Stock
Phantom Stock Units/Retirement Restoration Plan	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock
Phantom Stock Units/Restricted Stock Grants	⁽⁴⁾					⁽⁷⁾	⁽⁷⁾	Common Stock
6.50% Convertible Senior Notes	⁽⁹⁾					03/16/2009	09/30/2012	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 ⁽³⁾	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽³⁾	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽³⁾	10/01/2020	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	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).
- (1) Includes a grant of 22,000 shares of restricted stock on October 7, 2011, of which 11,000 vest on October 7, 2013 and 11,000 vest on October 7, 2015, and the following previously granted shares of restricted stock: 15,000 which vest on 11/1/2011, 11,250 which vest on 11/2/2011, and 11,250 which vest on 11/2/2013. All vesting is subject to continuous employment with the issuer.
- 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, and includes a company match of 495,008 phantom stock units on February 17, 2011 at \$42.07 per unit.
- (2) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (4) 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.
- 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 3,415,052 phantom stock units acquired on February 17, 2011 at \$42.07, and 340,219 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit. This plan mirrors the company's 401(k) Plan.
- (5) 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.
- (6) Includes 1,104,294 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit.
- The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second scheduled 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.
- (7)
- (8)
- (9)

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