

VOLTOLINA FRANK A
Form 4
January 24, 2013

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 *
VOLTOLINA FRANK 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)
01/22/2013

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 and Treasurer

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	01/22/2013		M	3,000 A \$ 20.5633	52,181.581	D	
Common Stock	01/22/2013		S	3,000 D \$ 31.01	49,182.581	D	
Common Stock	01/23/2013		M	21,000 A \$ 20.5633	70,182.581	D	
Common Stock	01/23/2013		S	21,000 D \$ 30.654	49,182.581	D	
Common Stock					6,756.79 ⁽¹⁾	I	By 401(k) Plan Trust

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

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(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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 20.5633	01/22/2013		M	3,000	11/17/2006	11/17/2014	Common Stock	
Employee Stock Option (Right to Buy)	\$ 20.5633	01/23/2013		M	21,000	11/17/2006	11/17/2004	Common Stock	2
Phantom Stock Units - Restricted Stock Grants	(2)					(3)	(3)	Common Stock	35,
Phantom Stock Units - Long-Term Incentive Plan	(2)					(5)	(5)	Common Stock	5,
Phantom Stock Units - Retirement Restoration Plan	(2)					(7)	(7)	Common Stock	12,
Employee Stock	\$ 22.5617					11/16/2007	11/16/2015	Common Stock	6

Option (Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 23.965		10/02/2008	10/02/2016	Common Stock 4
Employee Stock Option (Right to Buy)	\$ 40.21		10/01/2009	10/01/2017	Common Stock 3
Employee Stock Option (Right to Buy)	\$ 28.79		10/01/2010	10/01/2018	Common Stock 4
Employee Stock Option (Right to Buy)	\$ 24.87		10/01/2011	10/01/2019	Common Stock 4
Employee Stock Option (Right to Buy)	\$ 30.54		10/01/2012 ⁽⁹⁾	10/01/2020	Common Stock 3
Employee Stock Option (Right to Buy)	\$ 28.54		10/07/2013 ⁽⁹⁾	10/07/2021	Common Stock 3
Employee Stock Option (Right to Buy)	\$ 27.85		10/05/2014 ⁽⁹⁾	10/05/2022	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOLTOLINA FRANK A 5757 N. GREEN BAY AVENUE			Vice President and	

P.O. BOX 591
MILWAUKEE, WI 53201-0591

Treasurer

Signatures

Angela M. Blair, Attorney-in-fact for Frank A.
Voltolina

01/24/2013

**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 January 3, 2013. The actual number of shares issuable upon the
- (1) 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 January 3, 2013, stock fund price of \$31.80 per share.
 - (2) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (3) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock and dividend equivalent units that settle 100% in cash and relate to restricted stock awards.
 - (4) Includes 263.789 phantom stock units acquired on December 28, 2012 via dividend reinvestment at \$30.11 per phantom stock unit.
 - (5) The phantom stock units were accrued under the Johnson Controls Long Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
 - (6) Includes 34.735 phantom stock units acquired on December 28, 2012 via dividend reinvestment at \$30.11 per phantom stock unit.
 - (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 78.687 phantom stock units acquired on December 28, 2012 via dividend reinvestment at \$30.11 per phantom stock unit.
 - (9) 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.

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