

Harvey Charles A
Form 4
October 10, 2012

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 *
Harvey Charles 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)

10/05/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 38,586.932 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) | 8,764.851 ⁽²⁾ | I | By 401(k) Plan Trust |

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 Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 27.85 | 10/05/2012 | | A | | 17,600 | | 10/05/2014 ⁽³⁾ | 10/05/2022 | Common Stock |
| Phantom Stock Units - Restricted Stock Grants | \$ 0 ⁽⁴⁾ | 10/05/2012 | | A | | 5,800 | | 10/05/2014 ⁽⁵⁾ | 10/05/2016 ⁽⁵⁾ | Common Stock |
| Phantom Stock Units/Annual Incentive Plan | ⁽⁴⁾ | | | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | | | 11/17/2006 | 11/17/2014 | 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 | 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 |
| | \$ 24.87 | | | | | | | 10/01/2011 | 10/01/2019 | |

| | | | | | |
|---|----------|--|---------------------------|------------|-----------------|
| Employee Stock Option (Right to Buy) | | | | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | 10/01/2012 ⁽³⁾ | 10/01/2020 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.54 | | 10/07/2013 ⁽³⁾ | 10/07/2021 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harvey Charles A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Vice President | |

Signatures

| | |
|--|------------|
| Angela M. Blair, Attorney-in-Fact for Charles A. Harvey | 10/10/2012 |
| <u> </u> **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 reporting person's holdings include 921.304 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16. Also includes 608.784 shares acquired via the reinvestment of dividends on January 3, April 3, July 3 and October 2, 2012 at prices ranging from \$27.38 to \$32.78 per share.
 - (2) The number of underlying securities is based on the stock fund balance on October 2, 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 an October 2, 2012, stock fund price of \$27.55 per share, and includes a company match of 426.829 phantom stock units on February 16, 2012 at \$34.44 per phantom stock unit.
 - (3) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
 - (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (5) 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.
 - (6) Includes 322.589 phantom stock units acquired through the reinvestment of dividends on January 3, April 3, July 3 and October 2, 2012 at prices ranging from \$27.55 to \$32.60 per phantom stock unit.
 - (7) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon termination. The units may be transferred into an alternative investment account at any time.

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- (8) Includes 69,255 phantom stock units acquired through the reinvestment of dividends on January 3, April 3, July 3 and October 2, 2012 at prices ranging from \$27.55 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.

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