

Boyd Colin
Form 4
October 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Boyd Colin

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

MILWAUKEE, WI 53201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	10/01/2012		M		2,166.084	A	\$ 0 ⁽¹⁾
							16,100.907 _{(2) (3)}
Common Stock	10/01/2012		D		2,166.084	D	\$ 27.65 _{(2) (3)}
Common Stock	10/02/2012		M		14.152	A	\$ 0 ⁽¹⁾
							13,962.052 _{(2) (4)}
Common Stock	10/02/2012		D		14.152	D	\$ 27.55 ₍₄₎
							13,947.9 ⁽²⁾ ₍₄₎
Common Stock							3,485.105 ⁽⁵⁾
						I	

By
401(k)
Plan

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Restricted Stock	(1)	10/01/2012		M	2,166.084	(6)	(6)	Common Stock
Phantom Stock Units - Restricted Stock	(1)	10/02/2012		M	14.152	(6)	(6)	Common Stock
Phantom Stock Units - Long-Term Incentive Plan	(1)					(9)	(9)	Common Stock
Phantom Stock Units - Retirement Restoration	(1)					(11)	(11)	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	10/01/2019	Common Stock
	\$ 30.54					10/01/2012 ⁽¹³⁾	10/01/2020	

Employee Stock Option (Right to Buy)					Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽¹³⁾	10/07/2021		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyd Colin 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Angela M. Blair, Attorney-In-Fact for Colin Boyd	10/03/2012
<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) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
Includes the following previously granted shares of restricted stock: 3,000 which vest on November 1, 2012; 2,950 which vest on October 7, 2013; 3,000 which vest on November 3, 2014; and 2,950 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.
- (3) Includes 35.916 shares acquired through the reinvestment of dividends on January 3, April 3 and July 3 at prices ranging from \$27.00 to \$32.33 per share.
- (4) Includes 13.077 shares acquired through the reinvestment of dividends on October 2, 2012 at \$28.009 per share.
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.
- (6) 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.
- (7) Includes 309.461 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.
- (8) Includes 102.207 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.
- (9) The phantom stock units accrue 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.

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- (10) Includes 206.152 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.
- (11) The phantom stock units accrue 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.
- The balance includes: 108.071 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; 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); and a company match of 1,866.289 phantom stock units on February 16, 2012 at \$34.44 per phantom stock unit. The plan mirrors the company's 401(k) Plan.
- (12)
- (13) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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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