MCDONALD R BRUCE
Form 4
July 24, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD R BRUCE

(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)
07/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	07/24/2012		M		60,000	A	$ 13.4325	158,971 (1)	D	
Common Stock	07/24/2012		F		43,155	D	$ 23.6728 (2)	115,816 (1)	D	
Common Stock								16,690.252 (3)	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 an Underlyin (Instr. 3 a
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	$ 13.4325	07/24/2012		M			60,000	11/20/2004	11/20/2012	Commo Stock
Phantom Stock Units/Long-Term Incentive Plan	(4)							(5)	(5)	Commo Stock
Phantom Stock Units/Retirement Restoration Plan	(4)							(7)	(7)	Commo Stock
Phantom Stock Units/Annual Incentive Plan	(4)							(9)	(9)	Commo Stock
Phantom Stock Units/Restricted Stock	(4)							(11)	(11)	Commo Stock
Employee Stock Option (Right to Buy)	$ 17.5167							11/19/2005	11/19/2013	Commo Stock
Employee Stock Option (Right to Buy)	$ 20.5633							11/17/2006	11/17/2014	Commo Stock
Employee Stock Option (Right to Buy)	$ 22.5617							11/16/2007	11/16/2015	Commo Stock
Employee Stock Option (Right to Buy)	$ 23.965							10/02/2008	10/02/2016	Commo Stock
Employee Stock Option (Right to Buy)	$ 40.21							10/01/2009	10/01/2017	Commo Stock

Employee Stock Option (Right to Buy)	$ 28.79		10/01/2010(13)	10/01/2018	Commo Stock
Employee Stock Option (Right to Buy)	$ 24.87		10/01/2011(13)	10/01/2019	Commo Stock
Employee Stock Option (Right to Buy)	$ 30.54		10/01/2012(13)	10/01/2020	Commo Stock
Employee Stock Option (Right to Buy)	$ 28.54		10/07/2013(13)	10/07/2021	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD R BRUCE 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Exec Vice President & CFO	

Signatures

Angela M. Blair, Attorney-In-Fact for R. Bruce McDonald	07/24/2012
**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 the following previously granted shares of restricted stock: 12,000 which vest on November 1, 2012; 13,500 which vest on November 4, 2013; and 12,000 which vest on November 3, 2014. All vesting is subject to continuous employment with the issuer.

(2) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions in prices ranging from $23.63 to $23.72, inclusive. The reporting person undertakes to provide to Johnson Controls, any security holder of Johnson Controls, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) of this Form 4.

(3) The number of underlying securities is based on the stock fund balance on July 5, 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 a July 5, 2012, stock fund price of $27.74 per share.

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

(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 retirement.

(6) Includes 1,637.051 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.

(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 713.004 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. Also includes a company match of 3,823.171 phantom stock units on February 16, 2012 at a price of $34.44 per phantom stock unit.

(9) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's retirement.

(10) Includes 52.76 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.

(11) 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) dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting, and (d) 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.

(12) Includes 3,522.75 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.

(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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