

Strayer Jacqueline F
Form 4
October 03, 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 *
Strayer Jacqueline F

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 or Price		
Common Stock	10/01/2012		F		\$ 12,181.979 27.65 (1)	D	
Common Stock	10/01/2012		M		62.282 A (2) (1)	D	
Common Stock	10/01/2012		D		\$ 12,181.979 27.65 (1)	D	
Common Stock	10/02/2012		M		5.307 A (2) (1)	D	
Common Stock	10/02/2012		D		\$ 12,181.979 27.55 (1)	D	

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Common
Stock

3,214.836 ⁽³⁾ 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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(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)	Am Nu Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock Units - Restricted Stock	<u>(2)</u>	10/01/2012		M	62.282	<u>(4)</u>	<u>(4)</u>	Common Stock	6
Phantom Stock Units - Restricted Stock	<u>(2)</u>	10/02/2012		M	5.307	<u>(4)</u>	<u>(4)</u>	Common Stock	
Phantom Stock Units - Annual Incentive Plan	<u>(2)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	9,
Phantom Stock Units - Retirement Restoration	<u>(2)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	2,
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010	10/01/2018	Common Stock	2
Employee Stock Option	\$ 24.87					10/01/2011	10/01/2019	Common Stock	2

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- (8) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's retirement or termination of employment with the issuer. This plan mirrors the company's 401(k) Plan.
- (9) Includes 18.161 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.
- (10) 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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