

ROELL STEPHEN A
Form 4
November 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROELL STEPHEN 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)

11/01/2012

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/01/2012		M	V 46,904.826 A \$ 26.04	718,736.826	D	
Common Stock	11/01/2012		D	46,904.826 D \$ 26.04	671,832	D	
Common Stock					36,220.351 (1)	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 Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grants	\$ 0 ⁽³⁾	11/01/2012		M	46,904.826	<u>(2)</u>	<u>(2)</u>	Com Sto
Phantom Stock Units/Retirement Restoration Plan	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Com Sto
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Com Sto
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Com Sto
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Com Sto
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010	10/01/2018	Com Sto
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011	10/01/2019	Com Sto
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁵⁾	10/01/2020	Com Sto
Employee Stock Option (Right to Buy)	\$ 28.54					10/07/2013 ⁽⁵⁾	10/07/2021	Com Sto
Employee Stock Option (Right to Buy)	\$ 27.85					10/05/2014 ⁽⁵⁾	10/05/2022	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROELL STEPHEN A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591	X		Chief Executive Officer	

Signatures

Angela M. Blair, Attorney-In-Fact for Stephen A.
Roell

11/02/2012

__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).

- The number of underlying securities is based on the stock fund balance on October 31, 2012. The actual number of shares issuable upon
- (1) 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 31, 2012, stock fund price of \$25.75 per share.
 - (2) 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.
 - (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (4) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. The units are payable in cash following the reporting person's retirement from the issuer, and may be transferred by the reporting person into an alternative investment account.
 - (5) 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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