

Edwards Jeffrey S
Form 4
November 03, 2011

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 *
Edwards Jeffrey S

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2011

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

(Street)
MILWAUKEE, WI 53201-0591

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/01/2011		M		369.637	A	\$ 31.17
							77,444.928 ⁽¹⁾
Common Stock	11/01/2011		D		369.637	D	\$ 31.17
							77,075.291 ⁽¹⁾
Common Stock	11/01/2011		F		1,836	D	\$ 31.17
							75,239.29 ⁽¹⁾
Common Stock	11/02/2011		M		53.593	A	\$ 31.75
							75,292.88 ⁽²⁾
Common Stock	11/02/2011		D		53.593	D	\$ 31.75
							75,239.29 ⁽²⁾

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Common Stock	11/02/2011	F	612	D	\$ 31.75	74,630.476 <u>(2)</u> <u>(3)</u>	D	
Common Stock						11,312.328 <u>(4)</u>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units - Restricted Stock	<u>(5)</u>	11/01/2011		M	369.637	<u>(6)</u> <u>(6)</u>	Common Stock
Phantom Stock Units - Restricted Stock	<u>(5)</u>	11/02/2011		M	53.593	<u>(6)</u> <u>(6)</u>	Common Stock
Phantom Stock Units - Retirement Restoration Plan	<u>(5)</u>					<u>(7)</u> <u>(7)</u>	Common Stock
Phantom Stock Units - Annual Incentive Plan	<u>(5)</u>					<u>(8)</u> <u>(8)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 11/19/2013	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
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011 ⁽⁹⁾	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012 ⁽⁹⁾	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽⁹⁾	10/07/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Edwards Jeffrey S
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Vice President

Signatures

Angela M. Blair, Attorney-in-Fact for Jeffrey S.
Edwards

11/03/2011

__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: 1,500 which vest on November 2, 2011, 1,200 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 1,500 which vest on November 4, 2013, 1,200 which vest on November 3, 2014, and 1,250 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.

(2) Includes the following previously granted shares of restricted stock: 1,200 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 1,500 which vest on November 4, 2013, 1,200 which vest on November 3, 2014, and 1,250 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.

(3) Includes 3.185 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.

(4) The number of underlying securities is based on the stock fund balance on October 31, 2011. 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 31, 2011, stock fund price of \$32.93 per share.

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

(6) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the award.

(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 service with the issuer and may be transferred into an alternative investment account.

(8) The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the issuer and may be transferred into an alternative investment account.

(9) 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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