

Boyd Colin
Form 4
October 11, 2011

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 *
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)
10/07/2011

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

MILWAUKEE, WI 53201
(City) (State) (Zip)

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

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)
Common Stock	10/07/2011		A	5,900 A	\$ 0 13,898.908 ⁽¹⁾ ₍₂₎	D	
Common Stock					2,044.709 ⁽³⁾	I	By 401(k) Plan

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 and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2011		A	35,500	10/07/2013 ⁽⁴⁾	10/07/2021	Common Stock	3,000
Phantom Stock Units - Retirement Restoration	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	2,000
Phantom Stock Units - Long-Term Incentive Plan	⁽⁵⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	2,400
Phantom Stock Units - Restricted Stock Grant	⁽⁵⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	8,900
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁴⁾	10/01/2018	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁴⁾	10/01/2019	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁴⁾	10/01/2020	Common Stock	4,000

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
10/11/2011

__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 5,900 shares of restricted stock granted on October 7, 2011, of which 2,950 vest on October 7, 2013, and 2,950 vest on October 7, 2015, and the following previously granted shares of restricted stock: 3,000 which vest on November 1, 2012, and 3,000 which vest on November 1, 2014. All vesting is subject to continuous employment with the issuer.
- (2) Includes 34.553 shares acquired through the reinvestment of dividends on January 4, April 4, July 5 and October 4, 2011 at prices ranging from \$27.49 to \$42.23 per share.
- (3) The number of underlying securities is based on the stock fund balance on October 4, 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 4, 2011, stock fund price of \$27.56 per share, and includes a company match of 436.772 phantom stock units acquired on February 17, 2011 at \$42.07 per unit.
- (4) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (5) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (6) 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.
- (7) The balance includes 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, a company match of 1,038.002 phantom stock units acquired on February 17, 2011 at \$42.07, and 27.702 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit. This plan mirrors the company's 401(k) Plan.
- (8) 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.
- (9) Includes 32.322 phantom stock units acquired through the reinvestment of dividends on April 4, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit.
- (10) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing (a) dividends, which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the awards, and (b) unvested, non-deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon vesting.
- (11) Includes 258.404 phantom stock units acquired through the reinvestment of dividends on January 4, April 4, July 5 and October 4, 2011 at prices ranging from \$27.56 to \$42.25 per phantom stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.