#### MCDONALD R BRUCE

Form 4

February 15, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Stock

Common

Common

02/15/2013

(Print or Type Responses)

1. Name and Address of Reporting Person \*

may continue.

MCDONA	LD R BRUCE	Symbol	SON CO			I	ssuer (Check	all applicable	)
(Last)	(First) (	, , , , , , , , , , , , , , , , , , , ,	of Earliest T Day/Year)	Γransaction			Director	**	Owner
	REEN BAY P.O. BOX 591	02/15/	•			_	X_ Officer (give to below)		r (specify
MIL.WAUI	(Street)  XEE, WI 53201-0	Filed(M	nendment, D onth/Day/Yea	Č	al	<i>F</i> - -	<ul><li>5. Individual or Join</li><li>Applicable Line)</li><li>X_ Form filed by On</li><li>Form filed by Mo</li></ul>	ne Reporting Per	rson
(City)	(State)	(7:n)	bla I. Nan	Dominatino	Soon		Person ired, Disposed of,	on Donoficial	v Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit omr Dispos (Instr. 3, 4	ies Ac ed of (	quired (A)	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)
Common Stock	12/11/2012		G	2,975	D	\$ 0	112,841	D	
Common	02/15/2013		M	72,000	A	\$ 17.52	184,841	D	

S

\$

(1)

32.0751

112,841

16,840,631

(2)

D

I

72,000 D

By 401(k)

Plan

Trustee

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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 displays a currently valid OMB control number.

SEC 1474 (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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable Expiration Date (Month/Day/Year)		7. Title ar Underlyin (Instr. 3 a
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 17.5167	02/15/2013		M	72,000	11/19/2005	11/19/2013	Commo Stock
Phantom Stock Units/Retirement Restoration Plan	(3)					<u>(4)</u>	<u>(4)</u>	Commo Stock
Phantom Stock Units/Annual Incentive Plan	(3)					<u>(6)</u>	<u>(6)</u>	Commo Stock
Phantom Stock Units/Long-Term Incentive Plan	(3)					<u>(8)</u>	(8)	Commo Stock
Phantom Stock Units/Restricted Stock Grants	(3)					(10)	(10)	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

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Option (Right to Buy)	\$ 28.79	10/01/2010	10/01/2018	Commo Stock
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011	10/01/2019	Commo
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012(12)	10/01/2020	Commo
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013(12)	10/07/2021	Commo
Employee Stock Option (Right to Buy)	\$ 27.85	10/05/2014(12)	10/05/2022	Commo

# **Reporting Owners**

**Employee Stock** 

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	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 McDonald	R. Bruce	02	/15/2013				

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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 price reported in column 4 is a weighted average price. The shares were sold in multiple transactions in prices ranging from \$32.04 to \$32.11, 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 (1) of this Form 4.

Date

- The number of underlying securities is based on the stock fund balance on February 14, 2013. 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 February 14, 2013, stock fund price of \$31.83 per share.
- (3) Each share 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 and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (5) The balance includes 268.384 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.

**(6)** 

Reporting Owners 3

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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.

- (7) The balance includes 19.284 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (8) 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.
- (9) The balance includes 604.61 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (10) 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.
- (11) The balance includes 1,366.476 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (12) 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. 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.