

Harvey Charles A
Form 4
October 11, 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 *
Harvey Charles 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)
10/07/2011

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)
Vice President

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 | | | | (A) or (D) Price | 38,493.14 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | | | | (A) or (D) Price | 8,132.792 ⁽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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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 Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 28.54 | 10/07/2011 | | A | | 35,500 | | 10/07/2013 ⁽⁴⁾ | 10/07/2021 | Common Stock |
| Phantom Stock Units - Restricted Stock Grants | \$ 0 ⁽⁵⁾ | 10/07/2011 | | A | | 4,600 | | 10/07/2013 ⁽⁶⁾ | 10/07/2015 ⁽⁶⁾ | Common Stock |
| Phantom Stock Units/Annual Incentive Plan | ⁽⁵⁾ | | | | | | | ⁽⁹⁾ | ⁽⁹⁾ | 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 |
| | \$ 28.79 | | | | | | | 10/01/2010 ⁽⁴⁾ | 10/01/2018 | |

Employee
Stock Option
(Right to
Buy)

Common
Stock

Employee
Stock Option \$ 30.54
(Right to
Buy)

10/01/2012⁽⁴⁾ 10/01/2020

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harvey Charles A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Vice President | |

Signatures

Angela M. Blair, Attorney-in-Fact for Charles A. Harvey
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 4,500 shares of restricted stock which vest on November 1, 2011.
The reporting person's holdings include 680.025 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. Also includes 356.076 shares acquired via the reinvestment of dividends on January 4, April 4, July 5 and October 4, 2011 at prices ranging from \$25.9255 to \$42.3054 per share.
- (2) 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 262.063 phantom stock units on February 17, 2011 at \$42.07 per unit.
- (3) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (5) Includes 4,600 restricted stock units granted on October 7, 2011, of which 2,300 vest on October 7, 2013 and 2,300 vest on October 7, 2015. The units and the dividends which accrue during the restrictive period will be settled 100% in cash upon vesting.
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.
- (6) Includes 291.679 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.
- (7)
- (8)
- (9)

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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 termination. The units may be transferred into an alternative investment account at any time.

- (10) Includes 49.142 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.

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