

MYERS C DAVID
Form 4
November 03, 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 *
MYERS C DAVID

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)
11/01/2011

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

MILWAUKEE, WI 53201

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/01/2011		M	1,232.131 A \$ 31.17	177,824.131 <u>(1)</u>	D	
Common Stock	11/01/2011		D	1,232.131 D \$ 31.17	176,592 <u>(1)</u>	D	
Common Stock	11/01/2011		F	5,130 D \$ 31.17	171,462 <u>(1)</u>	D	
Common Stock	11/02/2011		M	401.946 A \$ 31.75	171,863.946 <u>(2)</u>	D	
Common Stock	11/02/2011		D	401.946 D \$ 31.75	171,462 <u>(2)</u>	D	

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Common Stock	11/02/2011	F	3,848	D	\$ 31.75	167,614 ⁽²⁾	D	
Common Stock						9,136.266 ⁽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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(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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock	⁽⁴⁾	11/01/2011		M	1,232.131	⁽⁵⁾	⁽⁵⁾	Common Stock
Phantom Stock Units/Restricted Stock	⁽⁴⁾	11/02/2011		M	401.946	⁽⁵⁾	⁽⁵⁾	Common Stock
Phantom Stock Units/Retirement Restoration Plan	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Common Stock
6.50% Convertible Senior Notes	⁽⁸⁾					03/16/2009	09/30/2012	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.3667					01/03/2008	01/03/2016	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

Buy)

Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011 ⁽⁹⁾	10/01/2019	Comm Stoc
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012 ⁽⁹⁾	10/01/2020	Comm Stoc
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽⁹⁾	10/07/2021	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYERS C DAVID 5757 N GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Angela M. Blair, Attorney-In-Fact for C. David Myers	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: 11,250 which vest on November 2, 2011, 12,000 which vest on November 1, 2012, 11,000 which vest on October 7, 2013, 11,250 which vest on 11/4/2013, 12,000 which vest on November 3, 2014, and 11,000 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: 12,000 which vest on November 1, 2012, 11,000 which vest on October 7, 2013, 11,250 which vest on 11/4/2013, 12,000 which vest on November 3, 2014, and 11,000 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.

(3) 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.

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

(5) The restricted stock units were awarded under the Johnson Controls Restricted Stock Plan. The units relate to unvested, non-deferred restricted stock awards and will be settled 100% in cash upon vesting.

(6) 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 retirement.

(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. This plan mirrors the company's 401(k) Plan.

(8) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second scheduled trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount

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of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.

(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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