

MCDONALD R BRUCE
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 *
MCDONALD R BRUCE

(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)
Exec Vice President & CFO

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 | 101,521 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 16,374.911 ⁽²⁾ | 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 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 | 140,000 | 10/07/2013 ⁽³⁾ | 10/07/2021 | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | <u>(4)</u> | 10/07/2011 | | A | 22,500 | 10/07/2013 ⁽⁵⁾ | 10/07/2015 | Common Stock |
| Phantom Stock Units/Annual Incentive Plan | <u>(8)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock |
| Phantom Stock Units/Long-Term Incentive Plan | <u>(8)</u> | | | | | <u>(11)</u> | <u>(11)</u> | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | <u>(8)</u> | | | | | <u>(13)</u> | <u>(13)</u> | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 13.4325 | | | | | 11/20/2004 | 11/20/2012 | 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 ⁽³⁾ | 10/01/2018 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011 ⁽³⁾ | 10/01/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2012 ⁽³⁾ | 10/01/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | 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 R. Bruce McDonald | 10/11/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 51,000 shares of previously granted restricted stock: 13,500 which vest on November 2, 2011; 12,000 which vest on November 1, 2012; 12,000 which vest on November 1, 2014; and 13,500 which vest on November 2, 2013. All vesting is subject to continuous employment with the issuer.
 - (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.
 - (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) The balance includes an award of 22,500 restricted stock units granted on October 7, 2011, which vest as follows: 11,250 on October 7, 2013, and 11,250 on October 7, 2015. Fifty percent of the units and the dividends that accrue during the vesting period are to be settled 100% in cash upon retirement, subject to vesting; the remaining fifty percent of the units and dividends that accrue during the period are to be settled 100% in cash upon vesting of the award.
 - (6) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing (a) vested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement and may be transferred into an alternative investment account, (b) unvested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement, (c) dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting, and (d) unvested, non-deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon vesting of the award.
 - (7) Includes 1,785,001 phantom stock units acquired through the reinvestment of dividends on July 5 and October 4, 2011 at \$42.25 and \$27.56 per phantom stock unit, respectively.

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- (8) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are payable in cash following the reporting person's retirement and may be transferred by the reporting person into an alternative investment account at any time.
- (9) 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.
- (10) Includes 28.413 phantom stock units acquired through the reinvestment of dividends on July 5 and October 4, 2011 at \$42.25 and \$27.56 per phantom stock unit, respectively.
- (11) 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.
- (12) Includes 861.714 phantom stock units acquired through the reinvestment of dividends on July 5 and October 4, 2011 at \$42.25 and \$27.56 per phantom stock unit, respectively.
- (13) 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.
- (14) Includes 359.199 phantom stock units acquired through the reinvestment of dividends on July 5 and October 4, 2011 at \$42.25 and \$27.56 per phantom stock unit, respectively.

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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