

DAVIS SUSAN F
Form 4
August 02, 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 *
DAVIS SUSAN F

(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)

07/29/2011

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)

Executive 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/29/2011		S	D	0.991 \$ 38.8	D	171,866.195 (1) (2)
Common Stock	08/01/2011		F	D	3,315 \$ 37.51	D	168,551.195 (2)
Common Stock	08/01/2011		M	A	706.04 \$ 37.51	D	169,257.235 (2)
Common Stock	08/01/2011		D	D	706.04 \$ 37.51	D	168,551.195 (2)
Common Stock						I	2,207.583 (3) By 401(k) Plan

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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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock	(4)	08/01/2011		M	706.04	11/01/2012 ⁽⁵⁾ 11/01/2014 ⁽⁵⁾	Comm Stock	
Phantom Stock Units/Retirement Restoration Plan	(4)					⁽⁷⁾ ⁽⁷⁾	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 11/17/2014	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 11/16/2015	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 10/02/2016	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 10/01/2017	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁹⁾ 10/01/2018	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁹⁾ 10/01/2019	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁹⁾ 10/01/2020	Comm Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

08/02/2011

__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 7,500 shares of restricted stock that vest on August 1, 2011.

(2) Includes 2,252 shares of stock acquired through the reinvestment of dividends on July 5, 2011 at \$42.3054 per share.

(3) The number of underlying securities is based on the stock fund balance on July 29, 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 July 29, 2011, stock fund price of \$36.95 per share.

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

(5) Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's retirement from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.

(6) Includes 215.731 phantom stock units acquired through the reinvestment of dividends on July 5, 2011 at \$42.25 per phantom stock unit.

(7) 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.

(8) Includes 3,715 phantom stock units acquired through the reinvestment of dividends on July 5, 2011 at \$42.25 per phantom stock unit.

(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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