

OKARMA JEROME D  
Form 4  
November 02, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OKARMA JEROME D

(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)

11/01/2012

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 \_\_\_\_\_ Other (specify  
below) below)

VP, Secretary &amp; Gen. Counsel

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price    |                                                                                               |                                                          |                                                       |
| Common Stock                    | 11/01/2012                           |                                                    | M                              | V                                                                 | 7,556.889 | A          | \$ 26.04 | 64,856.889                                                                                    | D                                                        |                                                       |
| Common Stock                    | 11/01/2012                           |                                                    | D                              |                                                                   | 7,556.889 | D          | \$ 26.04 | 57,300                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |           |            |          | 39,771.787<br><u>(1)</u>                                                                      | I                                                        | By 401(k) Plan Trust                                  |

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**

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<br>(Instr. 3)   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title Underlying<br>(Instr. 3) |
|-------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------|
|                                                 |                                                        |                                         |                                                       | Code                              | V (A) (D)                                                                                  | Date Exercisable Expiration Date                            | Title                             |
| Phantom Stock Units/Restricted Stock Grants     | (2)                                                    | 11/01/2012                              |                                                       | M                                 | 7,556.889                                                                                  | (3) (3)                                                     | Comm Stock                        |
| Phantom Stock Units/Retirement Restoration Plan | (2)                                                    |                                         |                                                       |                                   |                                                                                            | (4) (4)                                                     | 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 10/01/2018                                       | Comm Stock                        |
| Employee Stock Option (Right to Buy)            | \$ 24.87                                               |                                         |                                                       |                                   |                                                                                            | 10/01/2011 10/01/2019                                       | Comm Stock                        |
| Employee Stock Option (Right to Buy)            | \$ 30.54                                               |                                         |                                                       |                                   |                                                                                            | 10/01/2012 <sup>(5)</sup> 10/01/2020                        | Comm Stock                        |
| Employee Stock Option (Right to Buy)            | \$ 28.54                                               |                                         |                                                       |                                   |                                                                                            | 10/07/2013 <sup>(5)</sup> 10/07/2021                        | Comm Stock                        |
|                                                 | \$ 27.85                                               |                                         |                                                       |                                   |                                                                                            | 10/05/2014 <sup>(5)</sup> 10/05/2022                        |                                   |

Employee Stock  
Option (Right to  
Buy)

Comm  
Stoc

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                                    |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                            | Other |
| OKARMA JEROME D<br>5757 N. GREEN BAY AVENUE<br>P.O. BOX 591<br>MILWAUKEE, WI 53201-0591 |               |           | VP,<br>Secretary &<br>Gen. Counsel |       |

## Signatures

Angela M. Blair, Attorney-in-Fact for Jerome D.  
Okarma

11/02/2012

\_\_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).

- The number of underlying securities is based on the stock fund balance on October 31, 2012. The actual number of shares issuable upon
- (1) 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, 2012, stock fund price of \$25.75 per share.
  - (2) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
  - (3) 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.
  - (4) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. The units are payable in cash following the reporting person's retirement from the issuer, and may be transferred by the reporting person into an alternative investment account.
  - (5) 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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