

MCDONALD R BRUCE
Form 4
February 15, 2013

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)

02/15/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/11/2012		G		2,975	D	\$ 0
Common Stock	02/15/2013		M		72,000	A	\$ 17.52
Common Stock	02/15/2013		S		72,000	D	\$ 32.0751 <u>(1)</u>
Common Stock						I	16,840.631 <u>(2)</u>

By 401(k) Plan Trustee

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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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 17.5167	02/15/2013		M	72,000	11/19/2005	11/19/2013	Common Stock
Phantom Stock Units/Retirement Restoration Plan	(3)					(4)	(4)	Common Stock
Phantom Stock Units/Annual Incentive Plan	(3)					(6)	(6)	Common Stock
Phantom Stock Units/Long-Term Incentive Plan	(3)					(8)	(8)	Common Stock
Phantom Stock Units/Restricted Stock Grants	(3)					(10)	(10)	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	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012 ⁽¹²⁾	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽¹²⁾	10/07/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 27.85	10/05/2014 ⁽¹²⁾	10/05/2022	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	02/15/2013
<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) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions in prices ranging from \$32.04 to \$32.11, inclusive. The reporting person undertakes to provide to Johnson Controls, any security holder of Johnson Controls, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) of this Form 4.
 - (2) The number of underlying securities is based on the stock fund balance on February 14, 2013. 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 a February 14, 2013, stock fund price of \$31.83 per share.
 - (3) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (4) 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.
 - (5) The balance includes 268.384 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
 - (6)

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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 the reporting person's retirement.

- (7) The balance includes 19,284 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (8) 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.
- (9) The balance includes 604.61 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (10) 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.
- (11) The balance includes 1,366.476 phantom stock units acquired through dividend reinvestment on December 28, 2012 at \$30.11 per phantom stock unit.
- (12) 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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