

Augustin Jeffrey G
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 *
Augustin Jeffrey G

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)
10/07/2011

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/07/2011 | | A | 4,100 A \$ 0 | 15,800 ⁽¹⁾ | D | |
| Common Stock | | | | | 281.547 ⁽²⁾ | I | By 401(k) Trust |

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 Underlying (Instr. 3) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 28.54 | 10/07/2011 | | A | 31,500 | 10/07/2013 ⁽³⁾ | 10/07/2021 ⁽³⁾ | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | <u>(4)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Phantom Stock Units/Long-Term Incentive Plan | <u>(6)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | <u>(8)</u> | | | | | <u>(9)</u> | <u>(9)</u> | 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 |
| Augustin Jeffrey G 5757 N GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

| | |
|--|------------|
| Angela M. Blair, Attorney-in-Fact for Jeffrey G. Augustin | 10/11/2011 |
| **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 4,100 shares of restricted stock granted on October 7, 2011, of which 2,050 vest on October 7, 2013, and 2,050 vest on October 7, 2015, and the following previously granted shares of restricted stock: 3,250 which vest on November 2, 2011, 2,600 which vest on November 1, 2012, 3,250 which vest on November 2, 2013, and 2,600 which vest on November 1, 2014. 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 unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.
- (5) Includes 52.25 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5, and October 4 2011, at prices ranging from \$27.56 to \$42.25 per phantom stock unit, and a company match of 328.114 phantom stock units on February 17, 2011.
- (6) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. These phantom share units were accrued in the Johnson Controls Long-Term Incentive Plan and are payable in cash following the reporting person's termination of employment with the company. The units may be transferred by the reporting person into an alternative investment account at any time.
- (7) Includes 525.905 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5, and October 4, 2011, at prices ranging from \$27.56 to \$42.25 per phantom stock unit.
- (8) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (9) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes (a) vested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon termination 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 termination, and (c) dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting.
- (10) Includes 662.80 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 5, and October 4, 2011, at prices ranging from \$27.56 to \$42.25 per phantom stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.