

Molinaroli Alex A
 Form 4
 October 11, 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 *
 Molinaroli Alex A

(Last) (First) (Middle)
 5757 N. GREEN BAY AVENUE, P.O. BOX 591
 (Street)

MILWAUKEE, WI 53201

(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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 32,250 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 45,661.357 ⁽²⁾ | I | By 401(k) Plan 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 and Amount of Underlying Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 28.54 | 10/07/2011 | | A | 125,000 | 10/07/2013 ⁽³⁾ | 10/07/2021 | Common Stock | |
| Phantom Stock Units - Restricted Stock Plan | \$ 0 ⁽⁴⁾ | 10/07/2011 | | A | 22,000 | 10/07/2013 ⁽⁵⁾ | 10/07/2015 | Common Stock | |
| Phantom Stock Units - Retirement Restoration Plan | ⁽⁴⁾ | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | 14 |
| Phantom Stock Units - Annual Incentive Plan | ⁽⁴⁾ | | | | | ⁽¹⁰⁾ | ⁽¹⁰⁾ | Common Stock | 22 |
| Phantom Stock Units - Long-Term Incentive Plan | ⁽⁴⁾ | | | | | ⁽¹²⁾ | ⁽¹²⁾ | Common Stock | 8 |
| 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 |
| Molinaroli Alex A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

| | |
|---|------------|
| Angela M. Blair, Attorney-in-Fact for Alex A. Molinaroli | 10/11/2011 |
| <u> </u> 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 the following shares of previously granted restricted stock: 9,750 which vest on 11/1/2011, 11,250 which vest on 11/2/2011 and 11,250 which vest on 11/2/2013. The vesting of all shares of restricted stock is subject to continuous employment with the issuer.
- 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.
- (2) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- The balance includes an award of 22,000 restricted stock units granted on October 7, 2011, which vest as follows: 11,000 on October 7, 2013, and 11,000 on October 7, 2015. Twenty-five percent of the units and the dividends which accrue during the restrictive period will be settled 100% in cash upon retirement; the remaining seventy-five percent of the units and dividends which accrue during the restrictive period will be settled 100% in cash upon vesting.
- (4) 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

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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) The balance includes 401.956 phantom stock units acquired through the reinvestment of dividends on October 4, 2011, at \$27.56 per phantom stock unit.
- (8) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (9) Includes 83.879 phantom stock units acquired through the reinvestment of dividends on October 4, 2011, at \$27.56 per phantom stock unit.
- (10) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (11) Includes 130.414 phantom stock units acquired through the reinvestment of dividends on October 4, 2011, at \$27.56 per phantom stock unit.
- (12) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (13) Includes 51.575 phantom stock units acquired through the reinvestment of dividends on October 4, 2011, at \$27.56 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.