

Strayer Jacqueline F
 Form 4
 April 04, 2012

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 *
 Strayer Jacqueline F

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)
 04/02/2012

____ 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 (A) or (D) Price			
Common Stock	04/02/2012		C	2,445 A (1)	12,664.98 (2)	D	
Common Stock					2,817.812 (3)	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
Corporate Units ⁽¹²⁾	<u>(13)</u> <u>(14)</u>	04/02/2012		C	2,445	03/31/2012	03/31/2012	Common Stock	<u>(1)</u>
Phantom Stock Units - Restricted Stock	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	27
Phantom Stock Units - Annual Incentive Plan	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	9,000
Phantom Stock Units - Retirement Restoration	<u>(4)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock	2,700
6.50% Convertible Senior Notes	<u>(11)</u>					03/16/2009	09/30/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽¹⁵⁾	10/01/2018	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽¹⁵⁾	10/01/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽¹⁵⁾	10/01/2020	Common Stock	1,000

Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽¹⁵⁾	10/07/2021	Common Stock	1
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Reporting Owners

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

Signatures

Angela M. Blair, Attorney-in-Fact for Jacqueline F.
Strayer

04/04/2012

__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).
- (1) Pursuant to the terms of the Corporate units, the reporting person settled the purchase contract at a settlement rate of 4.8912 shares of common stock per unit. See footnotes 10, 11 and 12 for a description of the Corporate units.

Includes the following previously granted shares of restricted stock: 750 which vest on October 1, 2012, 1,600 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 2,000 which vest on November 4, 2013, 1,600 which vest on November 3, 2014 and 1,250 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.
- (2) The number of underlying securities is based on the stock fund balance on April 3, 2012. 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 April 3, 2012, stock fund price of \$32.60 per share. The balance also includes a company match of 711.382 phantom stock units on February 16, 2012 at a price of \$34.44 per phantom stock unit.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (4) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the award.
- (5) Includes 96.083 phantom stock units acquired through the reinvestment of dividends on January 3 and April 3, 2012 at prices of \$32.22 and \$323.60 per phantom stock unit, respectively.
- (6) 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 retirement or termination of employment with the issuer.
- (7) Includes 99.626 phantom stock units acquired through the reinvestment of dividends on January 3 and April 3, 2012 at prices of \$32.22 and \$32.60 per phantom stock unit, respectively.
- (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 retirement or termination of employment with the issuer. This plan mirrors the company's 401(k) Plan.
- (9) Includes 22.88 phantom stock units acquired through the reinvestment of dividends on January 3 and April 3, 2012 at prices of \$32.22 and \$32.60 per phantom stock unit, respectively. Also includes a company match of 1,299.361 phantom stock units on February 16, 2012 at a price of \$34.44 per phantom stock unit.
- (10)

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- (11) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second scheduled trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.
- (12) Each Corporate unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's 11.50% Subordinated Notes Due 2042.
- The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to the "settlement rate." The settlement rate is calculated as follows: (a) if the applicable market value of the common stock is equal to or greater than \$10.29 (the "threshold appreciation price"), the settlement rate will be 4.8579 shares of common stock; (b) if the applicable market value of the common stock is less than the threshold appreciation price but greater than \$8.95 (the "reference price"), the settlement rate will be a number of shares of common stock equal to \$50 divided by the applicable market value; and (c) if the applicable market value of our common stock is less than or equal to the reference price, the settlement rate will be 5.5866 shares of common stock.
- (13) The "applicable market value" of the common stock means the average of the closing price per share of the common stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding the purchase contract settlement date. Under certain circumstances, the reporting person may have the right to settle the purchase contract in cash prior to the purchase contract settlement date.
- (14) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
- (15) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

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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