

JOHNSON CONTROLS INC

Form 4

May 27, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Murphy John P

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE

(Street)

MILWAUKEE, WI 53209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction
(Month/Day/Year)

05/23/2014

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 ____X____ Other (specify
below) below)

VP & Pres., Glbl WorkPlace Sol

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 05/23/2014 | | M | 30,000 A | \$ 28.79 54,596.968 | D | |
| Common Stock | 05/23/2014 | | M | 30,000 A | \$ 24.87 84,596.968 | D | |
| Common Stock | 05/23/2014 | | M | 30,000 A | \$ 30.54 114,596.968 | D | |
| Common Stock | 05/23/2014 | | D | 90,000 D | \$ 48.092 24,596.968 (1) (2) | D | |
| Common Stock | | | | | 9,907.75 (3) | I | By 401(k) Plan Trust |

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 05/23/2014 | | M | 30,000 | 10/01/2010 10/01/2018 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 05/23/2014 | | M | 30,000 | 10/01/2011 10/01/2019 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 05/23/2014 | | M | 30,000 | 10/01/2012 10/01/2020 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Murphy John P 5757 N. GREEN BAY AVENUE MILWAUKEE, WI 53209 | VP & Pres., Gbl WorkPlace Sol |

Signatures

/s/ Angela Blair, attorney-in-fact for John P. Murphy
05/27/2014

**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 price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.90 to \$48.27, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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.
- (1) Includes 127,145 shares acquired via dividend reinvestment on January 6 and April 2, 2014 at prices ranging from \$48.06 to \$50.51 per share.
- (2) The number of underlying securities is based on the stock fund balance on May 23, 2014. 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 May 23, 2014 stock fund price of \$48.24 per share.
- (3)

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.