

Boyd Colin
Form 4
November 02, 2012

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 *
Boyd Colin

(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)

11/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Vice President

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	11/01/2012		M	V Amount (A) or (D) Price 126.989 A \$ 26.04	20,674.889	D	
Common Stock	11/01/2012		D	126.989 D \$ 26.04	20,547.9	D	
Common Stock	11/01/2012		F	1,026 D \$ 26.04	19,521.9	D	
Common Stock					3,491.69 ⁽¹⁾	I	By 401(k) Plan

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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Phantom Stock Units - Restricted Stock Grants	(2)	11/01/2012		M		126.989		(3)	(3)	Common Stock	
Phantom Stock Units - Retirement Restoration	(2)							(4)	(4)	Common Stock	5
Phantom Stock Units - Long-Term Incentive Plan	(2)							(5)	(5)	Common Stock	10
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(6)	10/01/2020	Common Stock	

Stock

Option	\$ 28.54
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(Right to

Buy)

10/07/2013⁽⁶⁾ 10/07/2021

Common
Stock

Stock

Option	\$ 27.85
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(Right to

Buy)

10/05/2014⁽⁶⁾ 10/05/2022

Common
Stock

Reporting Owners

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

Signatures

Angela M. Blair, Attorney-In-Fact for Colin

Boyd

11/02/2012

****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) The number of underlying securities is based on the stock fund balance on October 31, 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 October 31, 2012, stock fund price of \$25.75 per share.

- (2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

- (3) 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.

- (4) The phantom stock units accrue 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 phantom stock units accrue under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.

- (6) 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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