

Strayer Jacqueline F
 Form 4
 September 19, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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)
 09/17/2012

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 | 09/17/2012 | | C | 2,234 A | 12,453.979 ⁽²⁾ ₍₃₎ | D | |
| Common Stock | | | | | 3,161.792 ⁽⁴⁾ | 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 |
| 6.50% Convertible Senior Notes | (5) | 09/17/2012 | | C | 2,234 | 03/16/2009 | 09/30/2012 | Common Stock | 2,234 |
| Phantom Stock Units - Restricted Stock | (6) | | | | | (7) | (7) | Common Stock | 32 |
| Phantom Stock Units - Annual Incentive Plan | (6) | | | | | (9) | (9) | Common Stock | 9,100 |
| Phantom Stock Units - Retirement Restoration | (6) | | | | | (11) | (11) | Common Stock | 2,700 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 | 10/01/2018 | Common Stock | 2,000 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 | 10/01/2019 | Common Stock | 2,000 |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | | | | 10/01/2012 ⁽¹³⁾ | 10/01/2020 | Common Stock | 1,000 |
| Employee Stock | \$ 28.54 | | | | | 10/07/2013 ⁽¹³⁾ | 10/07/2021 | Common Stock | 1,000 |

Option
(Right to
Buy)

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

09/19/2012

__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 6.50% Convertible Notes, the reporting person settled the notes at a rate of 89.3855 shares per \$1,000 principal amount of notes (approximately \$11.19 per share). See footnote 5 for additional information regarding the notes.
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) Includes 9.537 shares acquired through the reinvestment of dividends on January 3, 2012 at \$32.33 per share.
The number of underlying securities is based on the stock fund balance on September 13, 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 September 13, 2012, stock fund price of \$28.78 per share.
- (3) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second 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.
- (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
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 56.453 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
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.
- (6) Includes 58.535 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
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.
- (7) Includes 17.896 phantom stock units acquired through the reinvestment of dividends on July 3, 2012 at \$27.81 per phantom stock unit.
- (8) 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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