

Edwards Jeffrey S
Form 4
November 03, 2011

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 *
Edwards Jeffrey S

(Last) (First) (Middle)

5757 N. GREEN BAY
AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

JOHNSON CONTROLS INC [JCI]

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

11/01/2011

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	11/01/2011		M	369.637 A	\$ 77,444.928 31.17 ⁽¹⁾	D	
Common Stock	11/01/2011		D	369.637 D	\$ 77,075.291 31.17 ⁽¹⁾	D	
Common Stock	11/01/2011		F	1,836 D	\$ 75,239.29 ⁽¹⁾ 31.17	D	
Common Stock	11/02/2011		M	53.593 A	\$ 75,292.88 ⁽²⁾ 31.75	D	
Common Stock	11/02/2011		D	53.593 D	\$ 75,239.29 ⁽²⁾ 31.75	D	

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Common Stock	11/02/2011	F	612	D	\$ 31.75	74,630.476 (2) (3)	D	
Common Stock						11,312.328 (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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(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
Phantom Stock Units - Restricted Stock	(5)	11/01/2011		M	369.637	(6) (6)	Common Stock
Phantom Stock Units - Restricted Stock	(5)	11/02/2011		M	53.593	(6) (6)	Common Stock
Phantom Stock Units - Retirement Restoration Plan	(5)					(7) (7)	Common Stock
Phantom Stock Units - Annual Incentive Plan	(5)					(8) (8)	Common Stock
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 11/19/2013	Common Stock

Employee Stock Option (Right to Buy)	\$ 20.5633	11/17/2006	11/17/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.5617	11/16/2007	11/16/2015	Common Stock
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	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011 ⁽⁹⁾	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012 ⁽⁹⁾	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54	10/07/2013 ⁽⁹⁾	10/07/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Edwards Jeffrey S
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Vice President

Signatures

Angela M. Blair, Attorney-in-Fact for Jeffrey S.
Edwards

11/03/2011

__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).

Includes the following previously granted shares of restricted stock: 1,500 which vest on November 2, 2011, 1,200 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 1,500 which vest on November 4, 2013, 1,200 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.

Includes the following previously granted shares of restricted stock: 1,200 which vest on November 1, 2012, 1,250 which vest on October 7, 2013, 1,500 which vest on November 4, 2013, 1,200 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.

Includes 3.185 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.

The number of underlying securities is based on the stock fund balance on October 31, 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 31, 2011, stock fund price of \$32.93 per share.

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.

The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's termination of service with the issuer and may be transferred into an alternative investment account.

The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the issuer and may be transferred into an alternative investment account.

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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