

DAVIS SUSAN F
Form 4
February 19, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS SUSAN 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)
02/14/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

MILWAUKEE, WI 53201-0591

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/14/2013		M		138,000	A	\$ 20.5633	231,551	D	
Common Stock	02/14/2013		S		138,000	D	\$ 31.52 (1)	93,551	D	
Common Stock	02/15/2013		S		3,090.645 (2)	D	\$ 32.14	0	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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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 Underlying Instrument (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 20.5633	02/14/2013		M	138,000	11/17/2006	11/17/2014	Common Stock
Phantom Stock Units/Retirement Restoration Plan	(3)					(4)	(4)	Common Stock
Phantom Stock Units/Restricted Stock Grants	\$ 0 (3)					(6)	(6)	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	10/01/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁸⁾	10/01/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.54					10/07/2013 ⁽⁸⁾	10/07/2021	Common Stock
	\$ 27.85					10/05/2014 ⁽⁸⁾	10/05/2022	

Employee Stock
Option (Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

02/19/2013

__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 price reported in column 4 is a weighted average price. The shares were sold in multiple transactions in prices ranging from \$31.41 to \$31.74, inclusive. The reporting person undertakes to provide to Johnson Controls, any security holder of Johnson Controls, 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.

(2) The number of underlying securities is based on the stock fund balance on February 15, 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 a February 15, 2013, stock fund price of \$32.14 per share, and includes 353.440 shares acquired from the company match on February 14, 2013.

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

(4) 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 employment with the company.

(5) Includes 6.402 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.

(6) 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.

(7) Includes 399.575 phantom stock units acquired through the reinvestment of dividends on December 28, 2012 at \$30.11 per phantom stock unit.

(8) 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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