

ROELL STEPHEN A
Form 4
November 09, 2011

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 *
ROELL STEPHEN A

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)
11/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

MILWAUKEE, WI 53201-0591
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	11/08/2011		S		45,048	D	
					32.51		
					(1)		
Common Stock					34,619.266	I	By 401(k) Plan Trust
					(2)		

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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Phantom Stock Units/Restricted Stock	(3)					(4)	(4)	Common Stock	33
Phantom Stock Units/Retirement Restoration Plan	(3)					(5)	(5)	Common Stock	5
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 ⁽⁶⁾	10/01/2018	Common Stock	
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁶⁾	10/01/2019	Common Stock	
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁶⁾	10/01/2020	Common Stock	
Employee Stock Option (Right to Buy)	\$ 28.54					10/07/2013 ⁽⁶⁾	10/07/2021	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROELL STEPHEN A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591	X		Chief Executive Officer	

Signatures

Angela M. Blair, Attorney-In-Fact for Stephen A.
Roell

11/09/2011

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.42 to \$32.61, inclusive. The reporting person undertakes to provide to the issuer, any shareholder 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 ranges set forth in this footnote to this Form 4.

(2) 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.

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

(4) The balance includes phantom stock units representing (a) vested, deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon retirement and may be transferred into an alternative investment account, (b) dividends which relate to an unvested, non-deferred restricted stock award, which will be settled 100% in cash upon vesting, and (c) unvested, non-deferred restricted stock awards and dividends which relate to the awards, both of which will be settled 100% in cash upon vesting of the award.

(5) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. The units are payable in cash following the reporting person's retirement from the issuer, and may be transferred by the reporting person into an alternative investment account.

(6) 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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