

OKARMA JEROME D
Form 4
March 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
OKARMA JEROME D

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)
03/08/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Secretary & Gen. Counsel

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 (A) or (D) Price			
Common Stock	03/08/2011		M	48,000 A \$ 17.5167	111,862 ⁽¹⁾	D	
Common Stock	03/08/2011		M	30,000 A \$ 20.5633	141,862 ⁽¹⁾	D	
Common Stock	03/08/2011		S	78,000 D \$ 41.1364 ⁽²⁾	63,862 ⁽¹⁾	D	
Common Stock					37,283.261 ⁽³⁾	I	By 401(k) Plan Trust

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 17.5167	03/08/2011		M	48,000	11/19/2005	11/19/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 20.5633	03/08/2011		M	30,000	11/17/2006	11/17/2014	Common Stock
Phantom Stock Units/Restricted Stock	(4)					(5)	(5)	Common Stock
Phantom Stock Units/Retirement Restoration Plan	(8)					(9)	(9)	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 ⁽¹¹⁾	10/01/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽¹¹⁾	10/01/2019	Common Stock

Employee Stock
Option (Right to Buy) \$ 30.54

10/01/2012⁽¹¹⁾ 10/01/2020 Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKARMA JEROME D 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			VP, Secretary & Gen. Counsel	

Signatures

Angela M. Blair, Attorney-in-Fact for Jerome D.
Okarma

03/09/2011

**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) Includes 12,750 shares of restricted stock which vest on 11/1/2011.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions in prices ranging from \$41.07 to \$41.16, 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 (2) of this Form 4.

(3) The number of underlying securities is based on the stock fund balance on March 8, 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 a March 8, 2011, stock fund price of \$41.29 per share, and includes a company match of 262.063 shares on February 17, 2011.

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

(5) The phantom stock balance includes an award of 14,500 restricted stock units granted on November 1, 2010, which vest as follows: 7,250 on November 1, 2012, and 7,250 on November 1, 2014. The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination from the issuer, subject to vesting provisions.

(6) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest, and will be paid in cash to the reporting person. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's retirement from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.

(7) Includes 191.122 phantom stock units acquired through the reinvestment of dividends on January 4, 2011 at a price of \$39.68 per phantom stock unit.

(8) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.

(9) 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.

(10) Includes 33.549 phantom stock units acquired through the reinvestment of dividends on January 4, 2011 at a price of \$39.68 per phantom stock unit.

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(11) 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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