

DAVIS SUSAN F
Form 4
May 10, 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 *
DAVIS SUSAN F

(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)

05/10/2011

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)

Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2011		M		138,000	A	\$ 17.5167
							309,864.934 (1) (2)
Common Stock	05/10/2011		S		138,000	D	\$ 39.577 (3)
							171,864.934 (1) (2)
Common Stock							2,192.29 (4)
						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 Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Retirement Restoration Plan	(5)					(6)	(6)	Com Sto
Phantom Stock Units/Restricted Stock	(5)					11/01/2012 ⁽⁸⁾	11/01/2014 ⁽⁸⁾	Com Sto
Employee Stock Option (Right to Buy)	\$ 17.5167	05/10/2011		M	138,000	11/19/2005	11/19/2013	Com Sto
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Com Sto
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Com Sto
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Com Sto
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Com Sto
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽¹¹⁾	10/01/2018	Com Sto
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽¹¹⁾	10/01/2019	Com Sto
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽¹¹⁾	10/01/2020	Com Sto

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

05/10/2011

__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 7,500 shares of restricted stock which vest on 8/1/11.
- (2) Includes 4,669 shares of stock acquired through the reinvestment of dividends on January 4 and April 5, 2011 at prices ranging from \$39.4104 to \$41.7950 per share.
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.69, inclusive. The reporting person undertakes to provide to the issuer, any security holder 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 range set forth in footnote (3) of this Form 4.
- (4) The number of underlying securities is based on the stock fund balance on April 29, 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 April 29, 2011, stock fund price of \$41.00 per share, and includes a company match of 262.063 shares on February 17, 2011.
- (5) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (6) 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.
- (7) Includes 7.67 phantom stock units acquired through the reinvestment of dividends on January 4 and April 5, 2011, at prices ranging from \$39.68 to \$41.76 per phantom stock unit.
- (8) The phantom stock balance includes an award of 14,000 restricted stock units granted on November 1, 2010, which vest as follows: 7,000 on November 1, 2012, and 7,000 on November 1, 2014. The phantom stock units representing the award, and the dividends which accrue during the restrictive period, are to be settled 100% in cash, pending vesting.
- (9) 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.
- (10) Includes 445,337 phantom stock units acquired through the reinvestment of dividends on January 4 and April 5, 2011, at prices ranging from \$39.68 to \$41.76 per phantom stock unit.
- (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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