

Strayer Jacqueline F
 Form 4/A
 November 03, 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 *
 Strayer Jacqueline F

(Last) (First) (Middle)
 5757 N. GREEN BAY AVENUE, P.O. BOX 591
 (Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/03/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	11/02/2011		M	V	71.457	A	\$ 31.75	11,006.899 ⁽¹⁾	D	
Common Stock	11/02/2011		D		71.457	D	\$ 31.75 ⁽²⁾	10,935.442 ⁽¹⁾	D	
Common Stock	11/02/2011		F		725	D	\$ 31.75	10,210.44 ⁽¹⁾	D	
Common Stock								1,916.949 ⁽³⁾	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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Phantom Stock Units - Restricted Stock	(4)	11/02/2011		M	71.457	(5)	(5)	Common Stock	
Phantom Stock Units - Annual Incentive Plan	(4)					(6)	(6)	Common Stock	8,
Phantom Stock Units - Retirement Restoration	(4)					(7)	(7)	Common Stock	1,
6.50% Convertible Senior Notes	(8)					03/16/2009	09/30/2012	Common Stock	
Corporate Units (9)	(10) (11)					03/31/2012	03/31/2012	Common Stock	
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010(12)	10/01/2018	Common Stock	
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011(12)	10/01/2019	Common Stock	

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- (9) Each Corporate unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's 11.50% Subordinated Notes Due 2042.

The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to the "settlement rate." The settlement rate is calculated as follows: (a) if the applicable market value of the common stock is equal to or greater than \$10.29 (the "threshold appreciation price"), the settlement rate

- (10) will be 4.8579 shares of common stock; (b) if the applicable market value of the common stock is less than the threshold appreciation price but greater than \$8.95 (the "reference price"), the settlement rate will be a number of shares of common stock equal to \$50 divided by the applicable market value; and (c) if the applicable market value of our common stock is less than or equal to the reference price, the settlement rate will be 5.5866 shares of common stock.

- (11) The "applicable market value" of the common stock means the average of the closing price per share of the common stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding the purchase contract settlement date. Under certain circumstances, the reporting person may have the right to settle the purchase contract in cash prior to the purchase contract settlement date.

- (12) 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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