

Kreh Susan M
 Form 4
 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 *
 Kreh Susan M

(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)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/02/2011		M	116.118 A \$ 31.75	22,080.379 (1) (2) (3)	D	
Common Stock	11/02/2011		D	116.118 D \$ 31.75	21,980.187 (3) (4)	D	
Common Stock					524.188 (5)	I	By 401(k) Plan - Common

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units - Restricted Stock	<u>(6)</u>	11/02/2011		M	116.118	<u>(7)</u>	<u>(7)</u>	Common Stock	116
Employee Stock Option (Right to Buy)	\$ 32.01					03/21/2009	03/21/2017	Common Stock	45
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Common Stock	36
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010	10/01/2018	Common Stock	47
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁸⁾	10/01/2019	Common Stock	47
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 ⁽⁸⁾	10/01/2020	Common Stock	35
Employee Stock Option	\$ 28.54					10/07/2013 ⁽⁸⁾	10/07/2021	Common Stock	31

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kreh Susan M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan M. Kreh	11/03/2011
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__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 35.171 shares acquired via dividend reinvestment on October 4, 2011 at a price of \$26.21 per share.
- (2) Due to a processing error by our transfer agent, the number of dividends reinvested on October 4, 2011, was adjusted. This resulted in a decrease of 0.077 share.
- (3) Includes the following previously granted shares of restricted stock: 2,600 which vest on November 1, 2012, 2,050 which vest on October 7, 2013, 3,250 which vest on November 4, 2013, 2,600 which vest on November 3, 2014 and 2,050 which vest on October 7, 2015. All vesting is subject to continuous employment with the issuer.
- (4) The reporting person's holdings include 15.926 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.
- (5) 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.
- (6) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (7) The restricted stock units accrue under the Johnson Controls Restricted Stock Plan. The balance includes phantom stock units representing (a) vested and 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, and (b) dividends which relate to unvested, non-deferred restricted stock awards, which will be settled 100% in cash upon vesting of the award.
- (8) Fifty percent of the option vests after two years and the remaining fifty percent 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.