

MCDONALD R BRUCE
Form 4
October 10, 2012

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 *
MCDONALD R BRUCE

(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)
10/05/2012

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)
Exec Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 115,816 | D | |
| Common Stock | | | | (A) or (D) Price | 16,828.898 ⁽¹⁾ | 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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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 (Instr. 3) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 27.85 | 10/05/2012 | | A | 74,800 | 10/05/2014 ⁽²⁾ | 10/05/2022 | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | ⁽³⁾ | 10/05/2012 | | A | 25,000 | 10/07/2014 ⁽⁴⁾ | 10/07/2016 ⁽⁴⁾ | Common Stock |
| Phantom Stock Units/Annual Incentive Plan | ⁽⁶⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| Phantom Stock Units/Long-Term Incentive Plan | ⁽⁶⁾ | | | | | ⁽⁹⁾ | ⁽⁹⁾ | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | ⁽⁶⁾ | | | | | ⁽¹¹⁾ | ⁽¹¹⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 17.5167 | | | | | 11/19/2005 | 11/19/2013 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | 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 | 10/01/2018 | Common Stock |

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Includes 621.949 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.

- (11) 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.
- (12) Includes 276.08 phantom stock units acquired through the reinvestment of dividends on October 2, 2012 at \$27.55 per phantom stock unit.

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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