

MCDONALD R BRUCE
Form 4
April 29, 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 *
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)

04/28/2011

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 04/28/2011 | | S | | 50,000 | D | \$ 41.0726 (1) |
| Common Stock | | | | | 16,044.789 | I | (3) |

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 |
| Phantom Stock Units/Annual Incentive Plan | (4) | | | | | (5) | (5) | Common Stock |
| Phantom Stock Units/Long-Term Incentive Plan | (4) | | | | | (7) | (7) | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | (4) | | | | | (9) | (9) | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | (11) | | | | | (12) | (12) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 13.4325 | | | | | 11/20/2004 | 11/20/2012 | 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 |
| | \$ 28.79 | | | | | 10/01/2010 ⁽¹⁴⁾ | 10/01/2018 | |

| | | | | | |
|--------------------------------------|----------|--|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | | | | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | 10/01/2011 ⁽¹⁴⁾ | 10/01/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | 10/01/2012 ⁽¹⁴⁾ | 10/01/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDONALD R BRUCE 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Exec Vice President & CFO | |

Signatures

Angela M. Blair, Attorney-In-Fact for R. Bruce McDonald

04/29/2011

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.06 to \$41.12, inclusive. The reporting person undertakes to provide to the issuer, any shareholder 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 ranges set forth in this footnote to this Form 4.
 - (2) Includes 51,000 shares of previously granted restricted stock, which vest as follows: 13,500 shares on November 2, 2011; 12,000 shares on November 1, 2012; 12,000 shares on November 1, 2014; and 13,500 shares on November 2, 2013. All vesting is subject to continuous employment with the issuer.
 - (3) The number of underlying securities is based on the stock fund balance on April 5, 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 5, 2011, stock fund price of \$41.76 per share.
 - (4) 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.
 - (5) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
 - (6) Includes 11.279 phantom stock units acquired through the reinvestment of dividends on April 5, 2011 at a price of \$41.76 per phantom stock unit.
 - (7) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
 - (8)

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Includes 692.947 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.

- (9) 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.

- (10) Includes 283.357 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. Also includes a company match of 2,168.72 phantom stock units on February 17, 2011 at a price of \$42.07 per phantom stock unit.

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

- (12) 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 of employment with the company, subject to vesting provisions.

- (13) Includes 1,476.555 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.

- (14) 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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