

JOHNSON CONTROLS INC

Form 4

December 09, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MYERS C DAVID

(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)

12/06/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP & Pres, Building Eff

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/06/2013		M	V Amount (A) or (D) Price 120,000 A \$ 24.3667	293,019	D	
Common Stock	12/06/2013		S	V Amount (A) or (D) Price 120,000 D \$ 50.3813 (1)	173,019	D	
Common Stock	12/06/2013		M	V Amount (A) or (D) Price 192,000 A \$ 23.965	365,019	D	
Common Stock	12/06/2013		S	V Amount (A) or (D) Price 192,000 D \$ 50.3813 (1)	173,019	D	
	12/09/2013		G	V Amount (A) or (D) Price 25,000 D \$ 0	148,019 (2)	D	

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Common
Stock

Common Stock	11,900.368 <u>(3)</u>	I	By 401(k) Plan
Common Stock	75	I	By Spouse
Common Stock	40,000 <u>(4)</u>	I	by LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 24.3667	12/06/2013		M		120,000		01/03/2008	01/03/2016	Common Stock	120,000
Employee Stock Option (Right to Buy)	\$ 23.965	12/06/2013		M		192,000		10/02/2008	10/02/2016	Common Stock	192,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MYERS C DAVID 5757 N GREEN BAY AVENUE P.O. BOX 591	VP & Pres, Building Eff

MILWAUKEE, WI 53201

Signatures

/s/ Angela M. Blair, Attorney-In-Fact for C. David
Myers

12/09/2013

__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. The shares were sold in multiple transactions at prices ranging from \$50.21 to \$50.57, 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 1 of this Form 4.

(2) Excludes 40,000 shares previously owned directly which were contributed on December 9, 2013 to an LLC of which the reporting person is a managing member.

(3) The number of underlying securities is based on the stock fund balance on December 6, 2013. 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 a December 6, 2013, stock fund price of \$50.41 per share.

(4) Reflects shares contributed by the reporting person as further discussed in footnote 2.

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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