

DAVIS SUSAN F
Form 4
October 05, 2009

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 *
DAVIS SUSAN F

(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)

10/01/2009

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)

Executive 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)
Common Stock				(A) or (D) Price	176,678.948 (1) (2)	D	
Common Stock				(A) or (D) Price	1,652.68 (3)	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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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2009		A	110,000	10/01/2011 ⁽⁴⁾	10/01/2019	Common Stock
Phantom Stock Units/Retirement Restoration Plan	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units/ Restricted Stock Grant	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	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 ⁽⁴⁾	10/01/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁴⁾	10/01/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIS SUSAN F
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Executive
Vice
President

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

10/05/2009

__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 18,000 shares of restricted stock grants: 10,500 shares vest on 1/3/10 and 7,500 shares vest on 8/1/11.
 - (2) Includes 11,506 shares of stock acquired through the reinvestment of dividends on April 2, July 2, and October 2, 2009, at prices ranging from \$15.17 to \$24.0611 per share.

The number of underlying securities is based on the stock fund balance on September 30, 2009. 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 September 30, 2009, stock fund price of \$25.56 per share, and includes a company match of 522.33 shares on 4/1/2009.
 - (3) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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 from the company and may be transferred by the reporting person into an alternative investment account at any time.
 - (4) 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.
 - (5) Includes 19,251 phantom stock units acquired through the reinvestment of dividends on April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 to \$23.77 per phantom stock unit.

The phantom stock units accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash, pending vesting, upon the reporting person's retirement or a withdrawal pursuant to Regulation 409(A). The exception is the vesting of dividends on restricted stock that is not deferred. The dividends will vest when the non-deferred restricted shares vest and will be paid in cash to the reporting person.
 - (6) Includes 765,180 phantom stock units acquired through the reinvestment of dividends on April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 to \$23.77 per phantom stock unit.

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