

JOHNSON CONTROLS INC  
Form 4  
January 09, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WANDELL KEITH E**

(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)  
01/03/2008

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)  
President and COO

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	01/03/2008	01/08/2008	M	5,031.034 A \$ 35.02	259,339.034	D	
Common Stock	01/03/2008	01/08/2008	D	5,031.034 D \$ 35.02	254,308 <sup>(1)</sup>	D	
Common Stock					439,346 <sup>(2)</sup>	I	By 401(k) Plan Trust
Common Stock					1,056	I	By Custodian For Child

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

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(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 a Underlyi (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	(3)					(4)	(4)	Comm Stock
Phantom Stock Units/LTPP	(3)					(5)	(5)	Comm Stock
Phantom Stock Units/Restricted Stock Grant	(6)	01/03/2008	01/08/2008	M	5,031.034	(6)	(6)	Comm Stock
Stock Option	\$ 17.5167					11/19/2005	11/19/2013	Comm Stock
Stock Option	\$ 20.5633					11/17/2006	11/17/2014	Comm Stock
Stock Option	\$ 22.5617					11/16/2007 <sup>(7)</sup>	11/16/2015	Comm Stock
Stock Option	\$ 23.965					10/02/2008 <sup>(7)</sup>	10/02/2016	Comm Stock
Stock Option	\$ 40.21					10/01/2009 <sup>(7)</sup>	10/01/2017	Comm Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			President and COO	

## Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E.  
Wandell

01/09/2008

\_\_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 142,500 shares awarded under a Restricted Stock Plan. Restricted shares vest as follows: 37,500 on 11/1/2009, 60,000 shares on 1/3/2010, 7,500 shares on 8/1/2011 and 37,500 shares on 11/1/2011.  

The number of underlying securities is based on the stock fund balance on January 3, 2008. The actual number of shares issuable upon the
- (2) 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 January 3, 2008, stock fund price of \$35.02 per share.  

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
- (3) 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.
- (4) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's termination of employment.
- (5) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon the reporting person's termination of employment.
- (6) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's Restricted Stock.
- (7) Fifty percent of the stock option vests in two years and the balance 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.