

BARNETT ROBERT L  
 Form 4/A  
 February 08, 2011

**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 \*  
**BARNETT ROBERT L**

2. Issuer Name and Ticker or Trading Symbol  
**JOHNSON CONTROLS INC [JCI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5757 N. GREEN BAY AVE., P.O. BOX 591**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/26/2011**

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/28/2011**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**MILWAUKEE, WI 53201-0591**

(City) (State) (Zip)

**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)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    |                                      |  |                                |   | 12,551.255<br><u>(1)</u>  | I  | By Trust with Reporting Person as Trustee |

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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Phantom Stock Units / Directors' Deferred Compensation Plan | (2)  | 01/26/2011                           |  | A                              | 38.84   | (3) (3)  | Common Stock 2,832  |
| Phantom Stock Units / Directors' Retirement Plan            | (2)  |                                      |  |                                |   | (7) (7)  | Common Stock 37,455.7   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BARNETT ROBERT L<br>5757 N. GREEN BAY AVE.<br>P.O. BOX 591<br>MILWAUKEE, WI 53201-0591 | X             |           |         |       |

## Signatures

Angela M. Blair, Attorney-In-Fact for Robert L. Barnett  
Date: 02/08/2011

\_\_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) Includes 212.367 shares acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011 at prices ranging from \$26.859 to \$39.41 per share.
- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (3) The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within

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the plan or to move out of the plan.

- (4) The amount originally reported in column 9 was incorrect.
- (5) Includes 3,452.649 phantom stock units acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011, at prices ranging from \$26.88 to \$39.68 per phantom stock unit.
- (6) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 81,629.146 units of the phantom stock in the Deferred Compensation Plan account.  
The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or to move out of the plan.
- (7) Includes 633.098 units acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011, at prices ranging from \$26.88 to \$39.68 per phantom stock unit.
- (8) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 14,125.870 units of the phantom stock in the Deferred Compensation Plan account.
- (9)

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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