

Kreh Susan M  
Form 4  
March 17, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Kreh Susan M

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 AVENUE, P.O. BOX 591  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/16/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Pres. & Corp. Controller

MILWAUKEE, WI 53201

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

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

(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)
Common Stock				(A) or (D) Price	176.973 <sup>(1)</sup>	I	By 401(k) Plan - Common

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)**

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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 (Instr. 3 and 4)
6.50% Convertible Senior Notes	<u>(2)</u>	03/16/2009		P	\$ 30,000	03/16/2009 09/30/2012	Common Stock
Corporate Units <u>(3)</u>	<u>(4) (5)</u>	03/16/2009		P	600	03/31/2012 03/31/2012	Common Stock
Phantom Stock Units/Restricted Stock Grant	<u>(6)</u>					<u>(6)</u> <u>(6)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 32.01					03/21/2009 <sup>(8)</sup> 03/21/2017 <sup>(8)</sup>	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 <sup>(8)</sup> 10/01/2017 <sup>(8)</sup>	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 <sup>(8)</sup> 10/01/2018 <sup>(8)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kreh Susan M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice Pres. & Corp. Controller	

## Signatures

Angela M. Blair, Attorney-in-Fact for Susan M. Kreh  
03/17/2009

\_\_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).

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- (1) The number of underlying securities is based on the stock fund balance on March 16, 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 March 16, 2009, stock fund price of \$9.64 per share.
- (2) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second scheduled trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.
- (3) Each Corporate Unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's 11.50% Subordinated Notes Due 2042.
- (4) The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to the "settlement rate." The settlement rate is calculated as follows: (a) if the applicable market value of the common stock is equal to or greater than \$10.29 (the "threshold appreciation price"), the settlement rate will be 4.8579 shares of common stock; (b) if the applicable market value of the common stock is less than the threshold appreciation price but greater than \$8.95 (the "reference price"), the settlement rate will be a number of shares of common stock equal to \$50 divided by the applicable market value; and (c) if the applicable market value of our common stock is less than or equal to the reference price, the settlement rate will be 5.5866 shares of common stock.
- (5) The "applicable market value" of the common stock means the average of the closing price per share of the common stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding the purchase contract settlement date. Under certain circumstances, the reporting person may have the right to settle the purchase contract in cash prior to the purchase contract settlement date.
- (6) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were awarded under the Johnson Controls Executive Deferred Restricted Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.
- (7) Includes 62.48 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (8) Fifty percent of the option vests after two years and the remaining fifty percent 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.