

VOLTOLINA FRANK A
Form 4
November 02, 2010

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 *
VOLTOLINA FRANK A

(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)
11/01/2010

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)
Vice President and Treasurer

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	(D)	Price
Common Stock	11/01/2010		A		6,000	A	\$ 0
Common Stock					49,682.1 ⁽¹⁾	D	
					6,548.917 ⁽²⁾	I	
							By 401(k) Plan Trust

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 or Number of Shares
Phantom Stock Units - Long-Term Incentive Plan	(3)					(4)	(4)	Common Stock	5,281.1
Phantom Stock Units - Retirement Restoration Plan	(3)					(5)	(5)	Common Stock	11,243
Phantom Stock Units - Restricted Stock Grant	(6)					(7)	(7)	Common Stock	22,757.
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Common Stock	24,000
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Common Stock	48,000
Employee Stock Option	\$ 40.21					10/01/2009	10/01/2017	Common	36,000

Stock Option (Right to Buy)				Stock	
Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2010	10/01/2018	Common Stock	48,00
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011 ⁽⁹⁾	10/01/2019	Common Stock	48,00
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2012 ⁽⁹⁾	10/01/2020	Common Stock	35,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOLTOLINA FRANK A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Vice President and Treasurer	

Signatures

Angela M. Blair, Attorney-in-fact for Frank A. Voltolina	11/02/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 a grant of 6,000 shares of restricted stock granted on November 1, 2010, of which 3,000 vest on November 1, 2012, and 3,000 vest on November 1, 2014, and previously granted shares of restricted stock which vest as follows: 3,250 on November 2, 2011, and 3,250 on November 2, 2013, subject to continuous employment with the issuer. Also includes 158.85 shares acquired via dividend reinvestment on October 4, 2010 at \$30.288 per share.

The number of underlying securities is based on the stock fund balance on October 29, 2010. The actual number of shares issuable upon
 - (2) 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 an October 29, 2010, stock fund price of \$35.12 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.

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- (4) The phantom stock units were accrued under the Johnson Controls Long Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (5) 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.
- (6) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (7) The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination from the issuer, subject to vesting provisions.

The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest, and will be paid in cash to the reporting person. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's retirement from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.
- (9) Fifty percent of the options vest after two years and the remaining 50% vests 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.

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