

JOHNSON CONTROLS INC

Form 4

October 02, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kreh Susan M

(Last) (First) (Middle)

5757 N. GREEN BAY
AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

JOHNSON CONTROLS INC [JCI]

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

10/01/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice Pres. & Corp. Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	134.963 ⁽¹⁾	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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information contained in this form are not
required to respond unless the form
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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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grant	(2)							(2)	(2)	Common Stock
Employee Stock Option (Right to Buy)	\$ 32.01							03/21/2009 ⁽⁵⁾	03/21/2017 ⁽⁵⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21							10/01/2009 ⁽⁵⁾	10/01/2017 ⁽⁵⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2008		A		47,000		10/01/2010 ⁽⁵⁾	10/01/2018 ⁽⁵⁾	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

Arlene D. Gumm, Attorney-in-Fact for Susan M. Kreh
 10/02/2008
 **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).

The number of underlying securities is based on the stock fund balance on October 1, 2008. The actual number of shares issuable upon
 (1) 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 October 1, 2008, stock fund price of \$28.79 per share.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
 (2) 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.

(3)

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Award of a restricted stock grant. Fifty percent vests in two years and the balance after four years, contingent upon continued employment with the company. Reporting person elected to defer receipt.

- (4) Includes 107,973 phantom stock units acquired through the reinvestment of dividends on January 2, April 2 and July 3, 2008, at prices ranging from \$28.62 - \$35.18 per phantom stock unit.
- (5) 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.

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