

Boyd Colin
Form 4
November 01, 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 *
Boyd Colin

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)
11/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/01/2010 | | A | | 6,000 | A | \$ 0 |
| Common Stock | | | | | 7,964.354 ⁽¹⁾ | D | |
| | | | | | 1,045.578 ⁽²⁾ | I | By 401(k) Plan |

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

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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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Phantom Stock Units - Retirement Restoration Plan | (3) | | | | | (4) | (4) | Common Stock | 12 |
| Phantom Stock Units/Restricted Stock Grant | (3) | | | | | (5) | (5) | Common Stock | 8,7 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽⁷⁾ | 10/01/2018 | Common Stock | 4 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 ⁽⁷⁾ | 10/01/2019 | Common Stock | 4 |
| Employee Stock Option (Right to Buy) | \$ 30.54 | | | | | 10/01/2012 ⁽⁷⁾ | 10/01/2020 | Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boyd Colin 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

Angela M. Blair, Attorney-In-Fact for Colin Boyd
 11/01/2010
 **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 a grant of 6,000 shares on November 1, 2010, of which 3,000 vest on November 1, 2012, and 3,000 vest on November 1, 2014. All vesting is subject to continuous employment with the issuer.

The number of underlying securities is based on the stock fund balance on October 29, 2010. 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 an October 29, 2010, stock fund price of \$35.12 per share.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

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. Phantom stock units accrue in the plan through monthly payroll deductions once the limit has been reached in the reporting person's 401(k) plan. The Retirement Restoration Plan mirrors the issuer's broad-based 401(k) plan.
- (5) 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.
- (6) 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.
- (7) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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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