JOHNSON CONTROLS INC

Form 4 October 02, 2008

FORM 4

OMB APPROVAL

3235-0287

January 31,

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

OMB Number:

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * MCDONALD R BRUCE

2. Issuer Name and Ticker or Trading

JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer

Symbol

10/01/2008

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Check all applicable)

5757 N. GREEN BAY AVENUE, P.O. BOX 591 (Month/Day/Year)

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

Exec Vice President & CFO

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MILWAUKEE, WI 53201-0591

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Price

Code V Amount (D)

By 401(k) Plan -

SEC 1474

(9-02)

Common Stock

(City)

13,524.13 (1)

Common

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)

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5. Number of

6. Date Exercisable and Expiration 7. Title

3. Transaction Date 3A. Deemed

1. Title of Derivative 2.

Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year)		Under (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Long-Term Incentive Plan	<u>(2)</u>					(3)	(3)	Com
Phantom Stock Units / Excess Benefit Plan-Common	<u>(2)</u>					<u>(5)</u>	<u>(5)</u>	Com
Phantom Stock Units/Restricted Stock Grant	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Com Sto
Employee Stock Option (Right to Buy)	\$ 13.3533					11/26/2003	11/26/2011	Com Sto
Employee Stock Option (Right to Buy)	\$ 13.4325					11/20/2004	11/20/2012	Com Sto
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Com Sto
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Com Sto
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007(9)	11/16/2015(9)	Com Sto
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008(9)	10/02/2016(9)	Com Sto
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009(9)	10/01/2017(9)	Com Sto
Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2008		A	160,000	10/01/2010 <u>(9)</u>	10/01/2018(9)	Com Sto

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCDONALD R BRUCE
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Exec Vice
President &
CFO

Signatures

Arlene D. Gumm Attorney-In-Fact for R. Bruce
McDonald

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 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. Shares of phantom stock are 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.
- (3) 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.
- Includes 824.525 phantom stock units acquired through reinvestment of dividends on Jan 2, April 2 and July 3, 2008, at prices ranging from \$28.62 \$35.18 per phantom unit.
- Phantom stock units accrued under the Johnson Controls Equalization 401(k) Benefit Plan 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 and the plan mirrors the company's broad-based 401(k) Plan.
- Includes 6,269.786 phantom stock units acquired through the reinvestment of dividends on January 2, April 2 and July 3, 2008, at prices (6) ranging from \$28.62 \$35.18 per phantom stock unit and includes monthly contributions by employee and a company match. This plan mirrors the company's 401(k) Plan.
- 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. The units are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.
- (8) Includes 1,533.339 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.
- (9) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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