

Edwards Jeffrey S
Form 4
January 06, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Jeffrey S

(Last) (First) (Middle)

49200 HALYARD DRIVE, P.O.
BOX 8010

(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

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

JOHNSON CONTROLS INC [JCI]

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

01/04/2010

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 President

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/04/2010		A		3.602	A	\$ 27.7623	79,994.436 (1) (2)	D
Common Stock	01/04/2010		M		112.589	A	\$ 27.8	80,107.025 (1) (2)	D
Common Stock	01/04/2010		D		112.589	D	\$ 27.8	79,994.436 (1) (2)	D
Common Stock	01/04/2010		F		7,168	D	\$ 27.8	72,826.436 (1) (2)	D
Common Stock								10,540.624 (3)	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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units - Restricted Stock Plan	(4)	01/04/2010		M	112.589	(5)	(5)	Common Stock	
Phantom Stock Units - Retirement Restoration Plan	(4)					(7)	(7)	Common Stock	
Phantom Stock Units - Annual Incentive Plan	(4)					(9)	(9)	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Common Stock	
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Common Stock	
Employee Stock	\$ 22.5617					11/16/2007	11/16/2015	Common Stock	

Option
(Right to
Buy)

Employee
Stock

Option \$ 23.965
(Right to
Buy)

10/02/2008 10/02/2016

Common
Stock

Employee
Stock

Option \$ 40.21
(Right to
Buy)

10/01/2009⁽¹¹⁾ 10/01/2017

Common
Stock

Employee
Stock

Option \$ 28.79
(Right to
Buy)

10/01/2010⁽¹¹⁾ 10/01/2018

Common
Stock

Employee
Stock

Option \$ 24.87
(Right to
Buy)

10/01/2011⁽¹¹⁾ 10/01/2019

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170			Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Jeffrey S.
Edwards

01/06/2010

__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 restricted stock awards as follows: 4,500 shares on November 1, 2011, 1,500 on November 2, 2011 and 1,500 shares on November 2, 2013 subject to continuous employment with the issuer.
- (2) Includes 9.748 shares of stock acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.7623 per share.
- (3) The number of underlying securities is based on the stock fund balance on January 4, 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

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market fund. The stock account balance reflected in this report is based on an January 4, 2010, stock fund price of \$27.80 per share.

- (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (5) The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's Restricted Stock Grant.
- (6) Includes 148.604 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit, of which 112.589 were acquired on the vested and disposed phantom stock units.
- (7) 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 service with the issuer and may be transferred into an alternative investment account.
- (8) Includes 5.895 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.

The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the issuer and may be transferred into an alternative investment account.
- (9) Includes 58.565 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
- (10) Includes 58.565 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
- (11) 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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