

Harvey Charles A
Form 4
January 06, 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 *
Harvey Charles 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)
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
 Officer (give title below) _____ Other (specify below)
Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/04/2010 | | A | | 90.05 | A | \$ 27.7623 |
| Common Stock | 01/04/2010 | | M | | 563.117 | A | \$ 27.8 |
| Common Stock | 01/04/2010 | | D | | 563.117 | D | \$ 27.8 |
| Common Stock | 01/04/2010 | | F | | 2,803 | D | \$ 27.8 |
| Common Stock | | | | | | | 7,373.215 ⁽³⁾ |

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 Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units - Restricted Stock Plan | (4) | | | | | 11/02/2011 ⁽⁵⁾ | 11/02/2013 ⁽⁵⁾ | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (4) | 01/04/2010 | | M | 563.117 | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock |
| Phantom Stock Units/Annual Incentive Plan | (4) | | | | | ⁽⁹⁾ | ⁽⁹⁾ | Common Stock |
| 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 Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock |
| Employee Stock Option | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock |

(Right to Buy)

| | | | | |
|--------------------------------------|----------|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 40.21 | 10/01/2009 ⁽¹¹⁾ | 10/01/2017 | Common Stock |
|--------------------------------------|----------|----------------------------|------------|--------------|

| | | | | |
|--------------------------------------|----------|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽¹¹⁾ | 10/01/2018 | Common Stock |
|--------------------------------------|----------|----------------------------|------------|--------------|

| | | | | |
|--------------------------------------|----------|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011 ⁽¹¹⁾ | 10/01/2019 | Common Stock |
|--------------------------------------|----------|----------------------------|------------|--------------|

Reporting Owners

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

Signatures

| | |
|---|------------|
| Angela M. Blair, Attorney-in-Fact for Charles A. Harvey | 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 shares of restricted stock which vest as follows: 4,500 shares on November 1, 2011, 3,250 shares on November 2, 2011 and 3,250 shares on November 2, 2013.
- (2) Includes 72,312 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 market fund. The stock account balance reflected in this report is based on a 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) Consists of an award of 6,500 restricted stock units granted on November 2, 2009, which vest as follows: 3,250 units on November 2, 2011, and 3,250 units on November 2, 2013. The phantom stock units representing the award and the dividends which accrue during the restrictive period are to be settled 100% in cash, pending vesting.
- (6) Includes 30,396 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
- (7) The restricted stock units represent the reinvestment of dividends which are accruing under the Johnson Controls deferred Restricted Stock Plan and are to be settled 100% in cash upon the vesting of the restricted stock grant to which they relate.

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- (8) Includes 59.517 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 37.53 were acquired on the vested and disposed phantom stock units.
- (9) Shares of phantom stock are payable in cash following the reporting person's termination of employment with the issuer and may be transferred by the reporting person into an alternative investment account at any time.
- (10) Includes 12.85 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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