

DAVIS SUSAN F
Form 4
November 03, 2009

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 *
DAVIS SUSAN F

(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)

11/02/2009

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)

Executive 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 Ownership (Instr. 4)
Common Stock	11/02/2009		G	V 1,000	(D) \$ 175,678.948 24.76 (1)	D	
Common Stock					1,665.668 (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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SEC 1474 (9-02)

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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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grant	(3)	11/02/2009		A	15,000	11/02/2011 ⁽⁴⁾ 11/02/2013 ⁽⁴⁾	Comm Stock	
Phantom Stock Units/Restricted Stock Grant	(3)					⁽⁵⁾ ⁽⁵⁾	Comm Stock	
Phantom Stock Units/Retirement Restoration Plan	(3)					⁽⁶⁾ ⁽⁶⁾	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 11/19/2013	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 11/17/2014	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 11/16/2015	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 10/02/2016	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁷⁾ 10/01/2017	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁷⁾ 10/01/2018	Comm Stock	
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁷⁾ 10/01/2019	Comm Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

11/03/2009

__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 18,000 shares of restricted stock grants which vest as follows: 10,500 shares on 1/3/10 and 7,500 shares on 8/1/11.

The number of underlying securities is based on the stock fund balance on October 30, 2009. The actual number of shares issuable upon

(2) 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 30, 2009, stock fund price of \$23.92 per share.

(3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

The phantom stock balance consists of an award of 15,000 restricted stock units granted on November 2, 2009, which vest as follows:

(4) 7,500 on November 2, 2011 and 7,500 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.

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. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's termination from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.

(5) The phantom stock units are being accrued under the Johnson Controls Retirement Restoration Plan. The phantom stock units are payable in cash following the reporting person's termination from the issuer and may be transferred by the reporting person into an alternative investment account.

(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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