

WANDELL KEITH E

Form 4

February 03, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WANDELL KEITH E

(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)
02/02/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and COO

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)
Common Stock	02/02/2009		I	Amount (1) 33,722.675	(A) or (D) A \$ 12.31	288,030.675 (2)	D
Common Stock	02/02/2009		D	Amount (1) 33,722.675	D \$ 12.31	254,308	D
Common Stock					1,056	I	By Custodian For Child
Common Stock					469,758 (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. U
				Code	V (A) (D)	Date Exercisable	Expiration Date	T
Phantom Stock Units/Retirement Restoration Plan	(4)					(5)	(5)	
Phantom Stock Units/LTPP	\$ 12.31	02/02/2009		I	33,722.675	(7)	(7)	
Phantom Stock Units/Restricted Stock Grant	(9)					(9)	(9)	
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 ⁽¹¹⁾	11/16/2015 ⁽¹¹⁾	
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽¹¹⁾	10/02/2016 ⁽¹¹⁾	
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽¹¹⁾	10/01/2017 ⁽¹¹⁾	
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽¹¹⁾	10/01/2018 ⁽¹¹⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			President and COO	

Signatures

Angela M. Blair, Attorney-In-Fact for Keith E.
Wandell

02/03/2009

__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) Represents an irrevocable election by the insider, prior to the company's fiscal year ended September 30, 2008, to withdraw phantom stock units from the insider's deferred long term incentive plan account. The election represented the insider's final opportunity under the provisions of Regulation 409(A) to make such withdrawal prior to retirement.

(2) Includes 142,500 shares awarded under a Restricted Stock Plan. Restricted shares vest as follows: 37,500 on 11/1/2009, 60,000 shares on 1/3/2010, 7,500 shares on 8/1/2011 and 37,500 shares on 11/1/2011.

(3) The number of underlying securities is based on the stock fund balance on February 2, 2009. 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 February 2, 2009, stock fund price of \$12.31 per share.

(4) 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 from the company and may be transferred by the reporting person into an alternative investment account at any time.

(5) 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.

(6) Includes 936,321 phantom stock units acquired through automatic monthly payroll deductions and the reinvestment of dividends on October 2, 2008 and January 5, 2009, at a price of \$27.18 and \$19.04, respectively, per phantom stock unit. The plan mirrors the company's 401(k) plan.

(7) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or move out of the plan.

(8) Includes 226,688 phantom stock units acquired through the reinvestment of dividends on October 2, 2008 and January 5, 2009, at a price of \$27.18 and \$19.04, respectively, per phantom stock unit.

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

(10) Includes 1000,290 phantom stock units acquired through the reinvestment of dividends on October 2, 2008 and January 5, 2009, at a price of \$27.18 and \$19.04, respectively, per phantom stock unit.

(11) Fifty percent of the stock option vests in two years and the balance after three years.

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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