

JOHNSON CONTROLS INC
Form 4
October 02, 2008

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 *
VOLTOLINA FRANK 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)

10/01/2008

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 and Treasurer

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	35,391.25 ⁽¹⁾	D	
Common Stock				(A) or (D)	4,166.579 ⁽²⁾	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)

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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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units - Long-Term Incentive Plan	(3)					(4)	(4)	Common Stock
Phantom Stock Units - Excess Benefit Plan	(3)					(6)	(6)	Common Stock
Phantom Stock Units - Restricted Stock Grant	(8)					(8)	(8)	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⁾	11/16/2015 ⁽¹¹⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽¹¹⁾	10/02/2016 ⁽¹¹⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽¹¹⁾	10/01/2017 ⁽¹¹⁾	Common Stock

Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2008	A	48,000	10/01/2010 ⁽¹¹⁾	10/01/2018 ⁽¹¹⁾	Common Stock
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Reporting Owners

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

Signatures

Arlene D. Gumm, Attorney-in-fact for Frank A.
Voltolina

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).
- (1) Includes 416,583 phantom stock units acquired through the reinvestment of dividends on January 2, April 2 and July 3, 2008, at prices ranging from \$28.8441- \$35.4393 per phantom stock unit.
- 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.
- (2) 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.
- (4) Includes 59,579 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.
- The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and 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 once the limit has been reached in the 401(k) Plan. The Equalization Plan mirrors the company's broad-based 401(k) Plan.
- (5) Includes 1,614,822 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 and through payroll contributions by the employee and a company match. The plan mirrors the company's 401(k) plan.
- (6) 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 and will be paid to the reporting person upon termination of employment with the company, pending vesting.
- (7) Includes 255,422 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.
- (8)
- (9)
- (10)

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Award of a restricted stock grant. Fifty percent vests in two years and the balance after four years, contingent upon continued employment with the company. Reporting person elected to defer receipt.

(11) Fifty percent of the options vest after two years and the remaining 50% vests 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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