

DAVIS SUSAN F
Form 4
December 03, 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 *
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)

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)

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 Beneficial Ownership (Instr. 4)
Common Stock	12/01/2008		S	(A) or (D) D	0.253 (1) \$ 16.5801	(2) (3) D	
Common Stock					1,117.743 (4)	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 and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	(5)					(6)	(6)	Common Stock
Phantom Stock Units/Annual Incentive Plan	(5)					(8)	(8)	Common Stock
Phantom Stock Units/Long-Term Incentive Plan	(5)					(10)	(10)	Common Stock
Phantom Stock Units/ Restricted Stock Grant	(12)					(12)	(12)	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 ⁽¹⁴⁾	11/16/2015 ⁽¹⁴⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽¹⁴⁾	10/02/2016 ⁽¹⁴⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽¹⁴⁾	10/01/2017 ⁽¹⁴⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽¹⁴⁾	10/01/2018 ⁽¹⁴⁾	Common 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

Arlene D. Gumm Attorney-in-Fact for Susan F.
Davis

12/03/2008

__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) Reporting person stopped participation in the dividend reinvestment plan and transferred shares from the dividend reinvestment plan to book entry at a broker. The fractional share amount of 0.253 of a share was sold to close the plan account.
- (2) Includes 234.648 shares acquired through the reinvestment of dividends on October 2, 2008 at a price of \$27.3234 per share.
- (3) Includes 18,000 shares of restricted stock grants: 10,500 shares vest on 1/3/10 and 7,500 vest on 8/1/11.
The number of underlying securities is based on the stock fund balance on December 2, 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 December 2, 2008, stock fund price of \$16.90 per share.
- (4) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Units 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.
- (5) 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.
- (6) Includes 4.43 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (7) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (8) Includes 0.344 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (9) 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.
- (10) Includes 0.634 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
The phantom stock units accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company, pending vesting. The exception is the vesting of dividends on restricted stock that is not deferred. The dividends will vest when the non-deferred restricted shares vest and will be paid in cash to the reporting person.
- (11) Includes 283.653 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (12) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (13) 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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