

DAVIS SUSAN F
Form 4
February 03, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS SUSAN F

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2009

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

Executive Vice President

(Street)
MILWAUKEE, WI 53201-0591

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

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 or Price | | |
| Common Stock | 02/02/2009 | | I | | \$ 72,666 ⁽¹⁾ 12.31 | A | 176,740.108 ⁽²⁾ ⁽³⁾ D |
| Common Stock | 02/02/2009 | | I | | \$ 134,283 ⁽⁴⁾ 12.31 | A | 176,874.391 D |
| Common Stock | 02/02/2009 | | I | | \$ 22,749.477 ⁽⁵⁾ 12.31 | A | 199,623.868 D |
| Common Stock | 02/02/2009 | | D | | \$ 22,956.426 12.31 | D | 176,667.442 D |
| Common Stock | | | | | | | 1,140.828 ⁽⁶⁾ I |

By
401(k)
Plan

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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) |
|---|--|---|---|-----------------------------------|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date |
| Phantom Stock Units/Retirement Restoration Plan | (7) | | | | | (8) (8) |
| Phantom Stock Units/Annual Incentive Plan | \$ 12.31 | 02/02/2009 | | I | 72.666 | (10) (10) |
| Phantom Stock Units/Long-Term Incentive Plan | \$ 12.31 | 02/02/2009 | | I | 134.283 | (12) (12) |
| Phantom Stock Units/ Restricted Stock Grant | \$ 12.31 | 02/02/2009 | | I | 22,749.477 | (14) (14) |
| 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 ⁽¹⁷⁾ 11/16/2015 ⁽¹⁷⁾ |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 ⁽¹⁷⁾ 10/02/2016 ⁽¹⁷⁾ |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 ⁽¹⁷⁾ 10/01/2017 ⁽¹⁷⁾ |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽¹⁷⁾ 10/01/2018 ⁽¹⁷⁾ |

Buy)

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

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 annual 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 238,237 shares acquired through the reinvestment of dividends on October 2, 2008 and January 5, 2009 at a price of \$27.3234 and \$19.0219, respectively, per share.
 - (3) Includes 18,000 shares of restricted stock grants: 10,500 shares vest on 1/3/10 and 7,500 shares vest on 8/1/11.
 - (4) 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.
 - (5) 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 restricted stock account. The election represented the insider's final opportunity under the provisions of Regulation 409(A) to make such withdrawal prior to retirement.
 - (6) The number of underlying securities is based on the stock fund balance on February 3, 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 3, 2009, stock fund price of \$12.31 per share.
 - (7) 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.
 - (8) 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 with the company.
 - (9) Includes 10,785 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.
 - (10) The phantom stock units were accrued under the Johnson Controls Annual 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.
 - (11) Includes 0,837 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.
 - (12) 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

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move out of the plan.

- (13) Includes 1,544 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.
- The phantom stock units accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash, pending vesting, upon the reporting person's retirement or a withdrawal pursuant to Regulation 409(A). 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.
- (14)
- (15) Includes 261.83 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.
- (16) Includes 428.68 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.
- (17) 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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