

MCDONALD R BRUCE
Form 4
September 30, 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 *
MCDONALD R BRUCE

(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)
09/30/2009

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)
Exec Vice President & CFO

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)
			Code	V Amount (D) Price			
Common Stock	09/30/2009		A	58,294 A 11	102,986	D	
Common Stock					15,803.506 (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
Corporate Units ⁽³⁾	<u>(4)</u>	09/30/2009		D	12,000	03/31/2012	03/31/2012	Common Stock
Phantom Stock Units / Retirement Restoration Plan	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units/Long-Term Incentive Plan	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock
Phantom Stock Units/Restricted Stock Grant	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.3533					11/26/2003	11/26/2011	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.4325					11/20/2004	11/20/2012	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 ⁽⁹⁾	11/16/2015 ⁽⁹⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽⁹⁾	10/02/2016 ⁽⁹⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁹⁾	10/01/2017 ⁽⁹⁾	Common Stock
	\$ 28.79					10/01/2010 ⁽⁹⁾	10/01/2018 ⁽⁹⁾	

Employee Stock
Option (Right to
Buy)

Comm
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD R BRUCE 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Exec Vice President & CFO	

Signatures

Angela M. Blair, Attorney-In-Fact for R. Bruce
McDonald

09/30/2009

__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).

The reporting person disposed of the Corporate Units in an issuer exchange offer for the following consideration per Corporate Unit: (i) (1) 4.8579 shares of the Company's common stock; (ii) a cash payment of \$6.50; and (iii) a cash distribution consisting of the pro rata share of accrued and unpaid interest on the issuer's 11.50% Subordinated Notes Due 2042.

(2) The number of underlying securities is based on the stock fund balance on August 31, 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 an August 31, 2009, stock fund price of \$24.77 per share.

(3) Each Corporate Unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's Subordinated Notes.

(4) The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to a specified "settlement rate."

(5) 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.

(6) 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.

(7) 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.

(8) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were awarded under the Johnson Controls Executive Deferred Restricted Plan. The units are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.

(9) 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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