

Edwards Jeffrey S
Form 4
October 05, 2010

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 *
Edwards Jeffrey S

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2010

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

MILWAUKEE, WI 53201-0591
(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	72,871.841 ⁽¹⁾ <u>(2)</u>	D	
Common Stock					10,847.632 ⁽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)

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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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2010		A	33,000	10/01/2012 ⁽⁴⁾	10/01/2020	Common Stock	3
Phantom Stock Units - Retirement Restoration Plan	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	1,2
Phantom Stock Units - Annual Incentive Plan	⁽⁵⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	12,
Phantom Stock Units - Restricted Stock Plan	⁽⁵⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Common Stock	1.

Employee Stock Option (Right to Buy)	\$ 23.965	10/02/2008	10/02/2016	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 40.21	10/01/2009	10/01/2017	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2010 ⁽⁴⁾	10/01/2018	Common Stock	4
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2011 ⁽⁴⁾	10/01/2019	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Jeffrey S 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Jeffrey S.
Edwards

10/05/2010

__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 restricted stock awards as follows: 4,500 shares on November 1, 2011; 1,500 on November 2, 2011, and 1,500 shares on November 2, 2013, subject to continuous employment with the issuer.
- The reporting person's holdings include 7.034 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.
- (2) The number of underlying securities is based on the stock fund balance on September 30, 2010. 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 September, 2010, stock fund price of \$30.50 per share.
- (3)

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- (4) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (5) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (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 service with the issuer and may be transferred into an alternative investment account.
- (7) Includes 5.478 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.

The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the issuer and may be transferred into an alternative investment account.
- (8) Includes 54.423 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.
- (10) 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 Grant.
- (11) Includes 33.467 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.

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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