

Edwards Jeffrey S
Form 4
November 03, 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

(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)
11/01/2010

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

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 | 11/01/2010 | | A | V Amount (A) or (D) Price 2,400 A \$ 0 | 75,287.18 ⁽¹⁾ <u>(2)</u> | D | |
| Common Stock | 11/02/2010 | | G | 767 D \$ 0 | 74,520.18 | D | |
| Common Stock | | | | | 10,835.032 ⁽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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number.

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 Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Phantom Stock Units - Retirement Restoration Plan | (4) | | | | | (5) | (5) | Common Stock | 1,282.9 |
| Phantom Stock Units - Annual Incentive Plan | (4) | | | | | (6) | (6) | Common Stock | 12,747. |
| Phantom Stock Units - Restricted Stock Plan | (4) | | | | | (7) | (7) | Common Stock | 339.09 |
| Employee Stock Option (Right to Buy) | \$ 17.5167 | | | | | 11/19/2005 | 11/19/2013 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | Common Stock | 90,000 |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock | 150,000 |

| | | | | | |
|--------------------------------------|-----------|---------------------------|------------|--------------|--------|
| Employee Stock Option (Right to Buy) | \$ 23.965 | 10/02/2008 | 10/02/2016 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 40.21 | 10/01/2009 | 10/01/2017 | Common Stock | 36,000 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽⁹⁾ | 10/01/2018 | Common Stock | 45,000 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011 ⁽⁹⁾ | 10/01/2019 | Common Stock | 45,000 |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2012 ⁽⁹⁾ | 10/01/2020 | Common Stock | 33,000 |

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
11/03/2010

**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) The share balance consists of 2,400 shares of restricted stock granted on November 1, 2010, of which 1,200 vest on November 1, 2012, and 1,200 vest on November 1, 2014, and the following shares of previously granted restricted stock: 4,500 which vest on November 1, 2011, 1,500 which vest on November 2, 2011, and 1,500 which vest on November 2, 2013. All vesting is subject to continuous employment with the issuer.

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(2) The reporting person's holdings include 6,152 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. Also includes 9,187 shares acquired via the reinvestment of dividends on October 4, 2010 at \$30.288 per share.

(3) The number of underlying securities is based on the stock fund balance on October 29, 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 an October 29, 2010, stock fund price of \$35.12 per share.

(4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

(5) 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.

(6) 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.

(7) The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination from the issuer, subject to vesting provisions.

(8) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest, and will be paid in cash to the reporting person.

(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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