

Molinaroli Alex A
 Form 4
 May 27, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Molinaroli Alex A

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

MILWAUKEE, WI 53201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2010

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)
			Code	V Amount (D) Price			
Common Stock	05/27/2010		M	84,000 A \$ 20.56	121,298 ⁽¹⁾	D	
Common Stock	05/27/2010		S	84,000 D \$ 29.0079 ⁽²⁾	37,298 ⁽¹⁾	D	
Common Stock					43,894.755 ⁽³⁾	I	By 401(k) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Phantom Stock Units - Retirement Restoration Plan	(4)					(5)	(5)	Common Stock	14
Phantom Stock Units - Annual Incentive Plan	(4)					(7)	(7)	Common Stock	14
Phantom Stock Units - LTIP Plan	(4)					(9)	(9)	Common Stock	6
Phantom Stock Units - Restricted Stock Plan	(4)					(11)	(11)	Common Stock	11
Employee Stock Option (Right to Buy)	\$ 20.5633	05/27/2010		M	84,000	11/17/2006	11/17/2014	Common Stock	
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Common Stock	1
Employee Stock Option	\$ 23.965					10/02/2008	10/02/2016	Common Stock	

(Right to Buy)

Employee Stock

Option \$ 40.21

10/01/2009⁽¹³⁾

10/01/2017

Common Stock

(Right to Buy)

Employee Stock

Option \$ 28.79

10/01/2010⁽¹³⁾

10/01/2018

Common Stock

(Right to Buy)

Employee Stock

Option \$ 24.87

10/01/2011⁽¹³⁾

10/01/2019

Common Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molinaroli Alex A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Alex A.
Molinaroli

05/27/2010

 **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 the following shares of restricted stock which vest as follows: 9,750 on 11/1/2011, 11,250 on 11/2/2011 and 11,250 on 11/2/2013. The vesting of all shares of restricted stock is subject to continuous employment with the issuer.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.84 to \$29.13, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) The number of underlying securities is based on the stock fund balance on April 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 April 30, 2010, stock fund price of \$33.59 per share, and includes a company match of 252.751 shares on February 16, 2010.

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

Edgar Filing: Molinaroli Alex A - Form 4

- (5) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (6) Includes 55.364 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 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 following the reporting person's termination of employment with the company.
- (8) Includes 58.228 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 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 following the reporting person's termination of employment with the company.
- (10) Includes 25.864 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.

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. Phantom stock units representing dividends which related to vested deferred awards are payable in cash following the reporting person's termination from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.
- (11) Includes 172.266 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
- (12) Includes 172.266 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
- (13) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.