

JOHNSON CONTROLS INC
Form 4
December 18, 2008

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 *
VALANJU SUBHASH 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)
12/16/2008

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 and CIO

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 | 18,512.905 | D | |
| Common Stock | | | | (A) or (D) Price | 20,686.506 ⁽¹⁾ | 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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units - Annual Incentive Plan | (2) | 12/16/2008 | | A | 8,667.219 | (3) | (3) | Common Stock |
| Phantom Stock Units - Long-Term Incentive Plan | (2) | | | | | (4) | (4) | Common Stock |
| Phantom Stock Units/Excess Benefit Plan-Common | (2) | | | | | (5) | (5) | Common Stock |
| Stock Option | \$ 9.7344 | | | | | 11/17/2001 | 11/17/2009 | Common Stock |
| Stock Option | \$ 9.474 | | | | | 11/15/2002 | 11/15/2010 | Common Stock |
| Stock Option | \$ 13.3717 | | | | | 11/14/2003 | 11/14/2011 | Common Stock |
| Stock Option | \$ 13.4325 | | | | | 11/20/2004 | 11/20/2012 | Common Stock |
| Stock Option | \$ 17.5167 | | | | | 11/19/2005 | 11/19/2013 | Common Stock |
| Stock Option | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | Common Stock |
| Stock Option | \$ 22.5617 | | | | | 11/16/2007(6) | 11/16/2015 | Common Stock |
| Stock Option | \$ 23.965 | | | | | 10/02/2008(6) | 10/02/2016 | Common Stock |
| Stock Option | \$ 40.21 | | | | | 10/01/2009(6) | 10/01/2017 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Director 10% Owner Officer Other

VALANJU SUBHASH S
 5757 N. GREEN BAY AVENUE
 P.O. BOX 591
 MILWAUKEE, WI 53201-0591

Vice
 President
 and CIO

Signatures

Arlene D. Gumm Attorney-In-Fact for Subhash S.
 Valanju

12/18/2008

__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 number of underlying securities is based on the stock fund balance on December 17, 2008. 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 December 17, 2008, stock fund price of \$17.78 per share.
 - (2) 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.
 - (3) 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 termination.
 - (4) 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.
 - (5) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
 - (6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
 - (7) Includes 10.153 phantom stock units acquired from ongoing monthly purchases through payroll deductions in the plan which mirrors the 401(k) plan.

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