

JOHNSON CONTROLS INC
Form 4
December 18, 2008

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)
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

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 | 34,500 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 42,259.517 ⁽²⁾ | 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 |
| Phantom Stock Units - Annual Incentive Plan | (3) | 12/16/2008 | | A | 4,944.81 | (4) (4) | Common Stock |
| Phantom Stock Units - LTIP Plan | (3) | 12/16/2008 | | A | 2,251.66 | (6) (6) | Common Stock |
| Phantom Stock Units /Excess Benefits Plan | (3) | | | | | (8) (8) | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (10) | | | | | (10) (10) | 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 ⁽¹²⁾ 11/17/2014 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 ⁽¹²⁾ 11/16/2015 | Common Stock |

| | | | | |
|--------------------------------------|-----------|----------------------------|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 23.965 | 10/02/2008 ⁽¹²⁾ | 10/02/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | 10/01/2009 ⁽¹²⁾ | 10/01/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽¹²⁾ | 10/01/2018 | Common Stock |

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

Arlene D. Gumm, Attorney-in-Fact for Alex A. Molinaroli 12/18/2008

 Date

**Signature of Reporting Person

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 shares for restricted stock grants: 15,000 vest on 1/3/2010, 9,750 vest on 11/1/2009 and 9,750 vest on 11/1/2011.
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 a December 17, 2008, stock fund price of \$17.78 per share.
- (3) 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.
- (4) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (5) Includes 44.97 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (6) 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.

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- (7) Includes 12.867 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (8) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash after the end of the calendar year in the year of the reporting person's termination of employment with the company.
- (9) Includes 3.983 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
- (10) 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.
- (11) Includes 219.57 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit.
- (12) 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.

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