

MYERS C DAVID
Form 4
October 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
MYERS C DAVID

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)
10/01/2008

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

MILWAUKEE, WI 53201

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

(City) (State) (Zip)

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	84,000 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	4,452.106 ⁽²⁾ <u>(3) (4)</u>	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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 60,000 shares of restricted stock grants of the common stock of Johnson Controls. 15,000 vest on 1/3/2008 and 15,000 vest on 1/3/2010. 15,000 vest on 11/1/2009 and 15,000 vest on 11/1/2011.
- (2) Includes 3,158.316 shares acquired 12/27/07 under Johnson Control's 401(k) plan since the date of the reporting person's last ownership report. This acquisition of 3,158.316 shares was a rollover of funds from a plan maintained by former employer and is not a discretionary transaction and qualifies for the Rule 16a-3(f)(1)(i)(B) reporting exemption.
- (3) Includes shares purchased with semi-monthly payroll contributions and a company match of 648.318 shares on 2/8/2008 at \$33.43 per share.
- (4) The number of underlying securities is based on the stock fund balance on Oct 2, 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 Oct 2, 2008, stock fund price of \$27.18 per share.
- (5) 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.
- (6) 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 retirement.
- (7) Includes a company contribution of 1,994.316 units in lieu of a pension. These units were deposited in the plan on 2/8/2008 at a price of \$33.43 per unit. This is not a discretionary transaction and qualifies for the Rule 16a-3(f)(1)(i)(B) reporting exemption.
- (8) Includes a company match, monthly payroll contributions and dividend reinvestment on January 2, April 2, July 3 and October 2, 2008, at prices from \$27.18-\$35.18. These are not discretionary transactions and qualify for the Rule 16a-3(f)(1)(i)(B) reporting exemption.
- (9) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. 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.
- (10) Includes 401.058 phantom stock units acquired through reinvestment of dividends on January 2, April 2, July 3, and October 2, 2008, at prices ranging from \$27.18 to \$35.18 per phantom unit.
- (11) 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. 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.