JOHNSON CONTROLS INC

Form 4 August 05, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION O

OMB APPROVAL

Check this box if no longer

Washington, D.C. 20549

Number: 3235-0287

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Edwards Jeffrey S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	JOHNSON CONTROLS INC [JCI] 3. Date of Earliest Transaction	(Check all applicable)			
49200 HALYARD DRIVE, P.O. BOX 8010		VE, P.O.	(Month/Day/Year) 08/01/2008	Director 10% Owne _X Officer (give title Other (special below) Vice President			
BOX 8010 (Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PLYMOUTH	I, MI 48170		Form filed by More than On 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. Transactic Code (Instr. 8)		ed of	(D)	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	08/01/2008		A		A	\$ 29.9097	78,824.793 (1) (2)	D		
Common Stock							9,490.878 (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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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. Transactic Code (Instr. 8)	of			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units - Excess Benefit Plan	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,220.8
Phantom Stock Units - Annual Incentive Plan	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	12,130.5
Phantom Stock Units - Restricted Stock Plan	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock	928.53
Stock Option	\$ 17.5167					11/19/2005(11)	11/19/2013	Common Stock	60,000
Stock Option	\$ 20.5633					11/17/2006(11)	11/17/2014	Common Stock	90,000
Stock Option	\$ 22.5617					11/16/2007(11)	11/16/2015	Common Stock	150,00
Stock Option	\$ 23.965					10/02/2008(11)	10/02/2016	Common Stock	60,000
Stock Option	\$ 40.21					10/01/2009(11)	10/01/2017	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170

Vice President

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jeffrey S. Edwards

08/05/2008

**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) Includes shares for restricted stock grants: 22,500 vest on 1/3/2010, 4,500 vest on 11/1/2009 and 4, 500 vest on 11/1/2011.
- (2) Includes 8.658 shares acquired through the reinvestment of dividends on July 3, 2008, at a price of \$28.8441 per share.
- The number of underlying securities is based on the stock fund balance on August 1, 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 August 1, 2008, stock fund price of \$29.61 per share.
- 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.
- (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 retirement or other termination of service with the company.
- (6) Includes 5.52 phantom stock units acquired through reinvestment of dividends on July 3, 2008, at a price of of \$28.62 per share.
- (7) 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 company.
- (8) Includes 54.852 phantom stock units acquired through reinvestment of dividends on July 3, 2008, at a price of of \$28.62 per share.
- Each share 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 Grant.
- (10) Includes 146.633 phantom stock units acquired through reinvestment of dividends on July 3, 2008, at a price of of \$28.62 per share.
- (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.

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