

Edwards Jeffrey S
Form 4
October 03, 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 *
Edwards Jeffrey S

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)
49200 HALYARD DRIVE, P.O.
BOX 8010
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2008

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

PLYMOUTH, MI 48170
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/02/2008		A		3.66	A	\$ 27.3234
Common Stock					78,840.793	D	(1) (2)
					9,500.446	I	(3)

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	Amount
Phantom Stock Units - Excess Benefit Plan	(4)					(5)	(5)	Common Stock	1,2
Phantom Stock Units - Annual Incentive Plan	(4)					(7)	(7)	Common Stock	12,
Phantom Stock Units - Restricted Stock Plan	(9)					(9)	(9)	Common Stock	1,0
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 ⁽¹¹⁾	11/19/2013	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 ⁽¹¹⁾	11/17/2014	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 ⁽¹¹⁾	11/16/2015	Common Stock	15
Employee Stock Option	\$ 23.965					10/02/2008 ⁽¹¹⁾	10/02/2016	Common Stock	6

(Right to Buy)

Employee Stock

Option \$ 40.21

10/01/2009⁽¹¹⁾ 10/01/2017

Common Stock

(Right to Buy)

Employee Stock

Option \$ 28.79 10/01/2008

A 45,000

10/01/2010⁽¹¹⁾ 10/01/2018

Common Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

10/03/2008

 **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 9.228 shares acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.3234 per share.
The number of underlying securities is based on the stock fund balance on October 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 a October 1, 2008, stock fund price of \$28.79 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 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.
- (5) Includes 5.84 phantom stock units acquired through reinvestment of dividends on October 2, 2008, at a price of \$27.18 per share.
- (6) 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.
- (7) Includes 58.02 phantom stock units acquired through reinvestment of dividends on October 2, 2008, at a price of \$27.18 per share.
- (8) 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%

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in cash upon the vesting of the reporting person's Restricted Stock Grant.

(10) Includes 155.103 phantom stock units acquired through reinvestment of dividends on October 2, 2008, at a price of of \$27.18 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.

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