

BARNETT ROBERT L

Form 4

January 28, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNETT ROBERT L

(Last) (First) (Middle)

5757 N. GREEN BAY AVE., 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)

01/26/2011

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)

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)
				(A) or (D) Code V Amount Price			
Common Stock					12,551.255 (1)	I	By Trust with Reporting Person as Trustee

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

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information contained in this form are not
required to respond unless the form
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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 (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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units / Directors' Deferred Compensation Plan	(2)	01/26/2011		A		38.84		(3)	(3)	Common Stock	2,832
Phantom Stock Units / Directors' Retirement Plan	(2)							(6)	(6)	Common Stock	37,455.7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARNETT ROBERT L 5757 N. GREEN BAY AVE. P.O. BOX 591 MILWAUKEE, WI 53201-0591	X

Signatures

Angela M. Blair, Attorney-In-Fact for Robert L. Barnett
01/28/2011

__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 212.367 shares acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011 at prices ranging from \$26.859 to \$39.41 per share.
- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (3) The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within

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the plan or to move out of the plan.

- (4) Includes 3,452.649 phantom stock units acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011, at prices ranging from \$26.88 to \$39.68 per phantom stock unit.
- (5) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 81,629.146 units of the phantom stock in the Deferred Compensation Plan account.
The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or to move out of the plan.
- (6) Includes 633.098 units acquired through the reinvestment of dividends on April 2, July 2, and October 4, 2010, and January 4, 2011, at prices ranging from \$26.88 to \$39.68 per phantom stock unit.
- (7) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 14,125.870 units of the phantom stock in the Deferred Compensation Plan account.

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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