

Edwards Jeffrey S
Form 4
January 06, 2010

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2010

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

(Street)
PLYMOUTH, MI 48170

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/04/2010		A		3.602	A	\$ 27.7623
							79,994.436 (1) (2)
Common Stock	01/04/2010		M		112.589	A	\$ 27.8
							80,107.025 (1) (2)
Common Stock	01/04/2010		D		112.589	D	\$ 27.8
							79,994.436 (1) (2)
Common Stock	01/04/2010		F		7,168	D	\$ 27.8
							72,826.436 (1) (2)
Common Stock							10,540.624 (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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(9-02)

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 - Restricted Stock Plan	(4)	01/04/2010		M	112.589	(5)	(5)	Common Stock
Phantom Stock Units - Retirement Restoration Plan	(4)					(7)	(7)	Common Stock
Phantom Stock Units - Annual Incentive Plan	(4)					(9)	(9)	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	11/17/2014	Common Stock
Employee Stock	\$ 22.5617					11/16/2007	11/16/2015	Common Stock

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market fund. The stock account balance reflected in this report is based on an January 4, 2010, stock fund price of \$27.80 per share.

- (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (5) 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.
- (6) Includes 148.604 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit, of which 112.589 were acquired on the vested and disposed phantom stock units.
- (7) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's termination of service with the issuer and may be transferred into an alternative investment account.
- (8) Includes 5.895 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
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 issuer and may be transferred into an alternative investment account.
- (9) Includes 58.565 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
- (10) Includes 58.565 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock 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.

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