

ROELL STEPHEN A
Form 4
October 05, 2009

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 *
ROELL STEPHEN A

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE, 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)

10/01/2009

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)

Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 750,747 ⁽¹⁾ | D | |
| Common Stock | | | | Code V Amount (D) Price | 33,139.695 ⁽²⁾ | 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. 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 Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2009 | | A | 610,000 | 10/01/2011 ⁽³⁾ | 10/01/2019 | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |
| Phantom Stock Units / Restricted Stock Grant | ⁽⁷⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | 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 Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 ⁽³⁾ | 10/01/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽³⁾ | 10/01/2018 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | Chief Executive Officer | |

ROELL STEPHEN A
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Signatures

Angela M. Blair, Attorney-In-Fact for Stephen A.
Roell

10/05/2009

__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 of restricted stock that vest as follows: 75,000 on 11/1/2009, 60,000 shares on 1/3/2010, 7,500 shares on 8/1/2011 and 75,000 shares on 11/1/2011.

The number of underlying securities is based on the stock fund balance on September 30, 2009. 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 September 30, 2009, stock fund price of \$25.56 per share, and includes a company match of 522.33 shares on 4/1/2009.
- (3) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
- (4) 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 Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (6) Includes 1,718,581 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, and January 5, April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 - \$27.18 per phantom stock unit.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The phantom stock units were
- (7) accrued under the Johnson Controls Deferred Restricted Stock Plan. Phantom units related to a deferred restricted stock grant are to be settled 100% in cash upon the reporting person's termination of employment with the company, pending vesting. Phantom units related to non-deferred restricted stock grants are to be settled 100% in cash upon vesting of the related grant.
- (8) Includes 10,419,933 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, and January 5, April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 - \$27.18 per phantom stock unit.

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.