

DAVIS SUSAN F
Form 4
November 03, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS SUSAN F

(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)

11/02/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	11/02/2009		G	1,000	\$ 24.76	(1)	D
Common Stock					1,665.668 (2)	I	By 401(k) Plan

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
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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 Security (Instr. 3)
				Code	V	(A)	(D)	
Phantom Stock Units/Restricted Stock Grant	(3)	11/02/2009		A		15,000		11/02/2011(4) 11/02/2013(4) Comm Stock
Phantom Stock Units/Restricted Stock Grant	(3)							(5) (5) Comm Stock
Phantom Stock Units/Retirement Restoration Plan	(3)							(6) (6) Comm Stock
Employee Stock Option (Right to Buy)	\$ 17.5167							11/19/2005 11/19/2013 Comm Stock
Employee Stock Option (Right to Buy)	\$ 20.5633							11/17/2006 11/17/2014 Comm Stock
Employee Stock Option (Right to Buy)	\$ 22.5617							11/16/2007 11/16/2015 Comm Stock
Employee Stock Option (Right to Buy)	\$ 23.965							10/02/2008 10/02/2016 Comm Stock
Employee Stock Option (Right to Buy)	\$ 40.21							10/01/2009(7) 10/01/2017 Comm Stock
Employee Stock Option (Right to Buy)	\$ 28.79							10/01/2010(7) 10/01/2018 Comm Stock
Employee Stock Option (Right to Buy)	\$ 24.87							10/01/2011(7) 10/01/2019 Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Angela M. Blair, Attorney-in-Fact for Susan F.
Davis

11/03/2009

__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 18,000 shares of restricted stock grants which vest as follows: 10,500 shares on 1/3/10 and 7,500 shares on 8/1/11.

The number of underlying securities is based on the stock fund balance on October 30, 2009. The actual number of shares issuable upon

(2) 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 October 30, 2009, stock fund price of \$23.92 per share.

(3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

The phantom stock balance consists of an award of 15,000 restricted stock units granted on November 2, 2009, which vest as follows:

(4) 7,500 on November 2, 2011 and 7,500 on November 2, 2013. The phantom stock units representing the award and the dividends which accrue during the restrictive period are to be settled 100% in cash, pending vesting.

(5) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest and will be paid in cash to the reporting person. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's termination from the issuer and may be transferred into an alternative investment account. Vesting continues when the reporting person retires from the issuer.

(6) The phantom stock units are being accrued under the Johnson Controls Retirement Restoration Plan. The phantom stock units are payable in cash following the reporting person's termination from the issuer and may be transferred by the reporting person into an alternative investment account.

(7) 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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