

WANDELL KEITH E  
Form 4  
February 03, 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 \*  
WANDELL KEITH E

(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)

02/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and COO

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 or Price			
Common Stock	02/02/2009		I		33,722.675 <u>(1)</u>	A	\$ 288,030.675 <u>(2)</u> 12.31	D
Common Stock	02/02/2009		D		33,722.675 <u>(1)</u>	D	\$ 254,308 12.31	D
Common Stock							1,056	I By Custodian For Child
Common Stock							469.758 <u>(3)</u>	I By 401(k) Plan Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. U
				Code	V (A) (D)	Date Exercisable	Expiration Date
Phantom Stock Units/Retirement Restoration Plan	(4)					(5)	(5)
Phantom Stock Units/LTPP	\$ 12.31	02/02/2009		I	33,722.675	(7)	(7)
Phantom Stock Units/Restricted Stock Grant	(9)					(9)	(9)
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 <sup>(11)</sup>	11/16/2015 <sup>(11)</sup>
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 <sup>(11)</sup>	10/02/2016 <sup>(11)</sup>
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 <sup>(11)</sup>	10/01/2017 <sup>(11)</sup>
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 <sup>(11)</sup>	10/01/2018 <sup>(11)</sup>

