

MYERS C DAVID
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 *
MYERS C DAVID

(Last) (First) (Middle)
5757 N GREEN BAY AVENUE, P.O. BOX 591
(Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

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

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)
Vice President

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 Beneficial Ownership (Instr. 4)
Common Stock	01/04/2010		M	V	Amount: 1,126.232 Price: \$ 27.8	A	
Common Stock	01/04/2010		D		Amount: 1,126.232 Price: \$ 27.8	D	
Common Stock					7,001.166 ⁽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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SEC 1474 (9-02)

number.

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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grant	(3)	01/04/2010		M	1,126,232	(4)	(4)	Com Sto
6.50% Convertible Senior Notes	(6)					03/16/2009	09/30/2012	Com Sto
Phantom Stock Units/Retirement Restoration Plan	(7)					(8)	(8)	Com Sto
Employee Stock Option (Right to Buy)	\$ 24.3667					01/03/2008	01/03/2016	Com Sto
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Com Sto
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽¹⁰⁾	10/01/2017	Com Sto
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽¹⁰⁾	10/01/2018	Com Sto
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽¹⁰⁾	10/01/2019	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MYERS C DAVID 5757 N GREEN BAY AVENUE P.O. BOX 591			Vice President	

MILWAUKEE, WI 53201

Signatures

Angela M. Blair, Attorney-In-Fact for C. David
Myers

01/06/2010

**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 22,500 shares of restricted stock granted on November 2, 2009, of which 11,250 vest on 11/2/2011, and 11,250 vest on 11/2/2013, and 15,000 shares of previously granted restricted stock which vest on 11/1/2011. The vesting of all shares of restricted stock is subject to continuous employment with the issuer.
- (2) The number of underlying securities is based on the stock fund balance on January 4, 2010. 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 January 4, 2010, stock fund price of \$27.80 per share.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (4) The phantom stock units, which were accrued under the Johnson Controls Restricted Stock Plan, represent dividends which relate to unvested restricted stock awards, and will be paid to the reporting person in cash when the restricted stock award to which they pertain vests.
- (5) Includes 253.563 phantom stock units acquired through the reinvestment of dividends on January 4, 2010 at \$27.80 per phantom stock unit, of which 75.059 were accrued on the vested and disposed phantom stock units.
- (6) The 6.50% Convertible Senior Notes due 2012 are convertible at any time prior to the close of business on the second scheduled trading day immediately preceding September 30, 2012. The conversion rate for the notes is initially 89.3855 shares per \$1,000 principal amount of notes (equal to a conversion price of approximately \$11.19 per share of common stock), subject to adjustment, pursuant to the terms of the notes.
- (7) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are 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.
- (8) 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.
- (9) Includes 58.507 phantom stock units acquired through the reinvestment of dividends on January 4, 2010 at \$27.80 per phantom stock unit, and phantom stock units acquired through employee payroll contributions which are discretionary transactions and qualify for the Rule 16a-3(f)(1)(i)(B) reporting exemption. This plan mirrors the company's 401(k) Plan.
- (10) 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. 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.