

Harvey Charles A
Form 4
April 06, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harvey Charles 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)

04/02/2009

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)

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	04/02/2009		A	164.799	A \$ 15.17	31,705.448 (1) (2)	D
Common Stock					7,422.672 (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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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock Units/Annual Incentive Plan	(4)					(5) (5)	Common Stock 2,715
Phantom Stock Units - Restricted Stock Plan	(7)					(7) (7)	Common Stock 725.8
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 11/19/2013	Common Stock 40,6
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 11/17/2014	Common Stock 35,7
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 ⁽⁹⁾ 11/16/2015	Common Stock 72,0
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽⁹⁾ 10/02/2016	Common Stock 60,0
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁹⁾ 10/01/2017	Common Stock 42,0
Employee Stock Option (Right to	\$ 28.79					10/01/2010 ⁽⁹⁾ 10/01/2018	Common Sstock 54,0

Buy)

6.50%

Convertible (10)
Senior Notes03/16/2009 09/30/2012 Common
StockCorporate (12) (13)
Units (11)03/31/2012 03/31/2012 Common
Stock (12)

Reporting Owners

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

Signatures

Angela M. Blair, Attorney-in-Fact for Charles A. Harvey	04/06/2009
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**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 grants: 4,500 which vest on November 1, 2009; 7,500 shares which vest on January 3, 2010; and 4,500 shares which vest on November 1, 2011.
- (2) Includes 87.413 shares acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.17 per phantom stock unit.
- (3) The number of underlying securities is based on the stock fund balance on April 3, 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 an April 3, 2009, stock fund price of \$15.57 per share, and includes a company match of 522.332 shares.
- (4) 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.
- (5) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon 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.
- (6) Includes 23.305 phantom stock units acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.02 per phantom stock unit.
- (7) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. 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.
- (8) Includes 147.812 phantom stock units acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.02 per phantom stock unit.
- (9) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (10) 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

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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.

- (11) Each Corporate Unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's 11.50% Subordinated Notes Due 2042.

The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to the "settlement rate." The settlement rate is calculated as follows: (a) if the applicable market value of the common stock is equal to or greater than \$10.29 (the "threshold appreciation price"), the settlement rate

- (12) will be 4.8579 shares of common stock; (b) if the applicable market value of the common stock is less than the threshold appreciation price but greater than \$8.95 (the "reference price"), the settlement rate will be a number of shares of common stock equal to \$50 divided by the applicable market value; and (c) if the applicable market value of our common stock is less than or equal to the reference price, the settlement rate will be 5.5866 shares of common stock.

The "applicable market value" of the common stock means the average of the closing price per share of the common stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding the purchase contract settlement date. Under certain circumstances, the reporting person may have the right to settle the purchase contract in cash prior to the purchase contract settlement date.

- (13)

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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