

Edwards Jeffrey S
 Form 4
 April 07, 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 *
 Edwards Jeffrey S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 49200 HALYARD DRIVE, P.O.
 BOX 8010
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/05/2010

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

PLYMOUTH, MI 48170
 (City) (State) (Zip)

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

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 | 04/05/2010 | | A | V | 8.259 \$ 33.0825 | A (1) (2) | D |
| Common Stock | | | | | 10,766.955 (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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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 - Restricted Stock Plan | (4) | | | | | (5) | (5) | Common Stock | 268,000 |
| Phantom Stock Units - Retirement Restoration Plan | (4) | | | | | (7) | (7) | Common Stock | 1,271,000 |
| Phantom Stock Units - Annual Incentive Plan | (4) | | | | | (9) | (9) | Common Stock | 12,631,000 |
| Employee Stock Option (Right to Buy) | \$ 17.5167 | | | | | 11/19/2005 | 11/19/2013 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | Common Stock | 90,000 |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock | 150,000 |
| Employee Stock | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock | 60,000 |

| | | | | | |
|--|----------|----------------------------|------------|-----------------|------|
| Option (Right to Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 40.21 | 10/01/2009 ⁽¹¹⁾ | 10/01/2017 | Common Stock | 36,0 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽¹¹⁾ | 10/01/2018 | Common Stock | 45,0 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011 ⁽¹¹⁾ | 10/01/2019 | Common Stock | 45,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170 | | | Vice President | |

Signatures

| | |
|---|------------|
| Angela M. Blair, Attorney-in-Fact for Jeffrey S. Edwards | 04/07/2010 |
| **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 restricted stock awards as follows: 4,500 shares on November 1, 2011, 1,500 on November 2, 2011 and 1,500 shares on November 2, 2013 subject to continuous employment with the issuer.
 - (2) Includes 3.023 shares acquired through the reinvestment of dividends on April 5, 2010 at \$33.0825 per share.
 - (3) The number of underlying securities is based on the stock fund balance on April 5, 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 April 5, 2010, stock fund price of \$33.10 per share.
 - (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
 - (5) 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.
 - (6)

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Includes 30.39 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.

- (7) 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 termination of service with the issuer and may be transferred into an alternative investment account.
- (8) Includes 4.973 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the issuer and may be transferred into an alternative investment account.
- (9) Includes 49.417 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
- (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.

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