MCDONALD R BRUCE

Form 4

December 18, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

burden hours per

Number:

OMB APPROVAL

Washington, D.C. 20549

3235-0287

January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDONALD R BRUCE

(First)

(Street)

(State)

(Middle)

(Zip)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

JOHNSON CONTROLS INC [JCI]

(Check all applicable)

5757 N. GREEN BAY

3. Date of Earliest Transaction

(Month/Day/Year) 12/16/2008

Director 10% Owner _X__ Officer (give title Other (specify

below)

below) Exec Vice President & CFO

AVENUE, P.O. BOX 591

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

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

MILWAUKEE, WI 53201-0591

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

13,940.375 (1) I

By 401(k) Plan -Common

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Long-Term Incentive Plan	\$ 18.12 (2)	12/16/2008		A	10,198.68	(3)	(3)	Co
Phantom Stock Units / Excess Benefit Plan-Common	(2)					<u>(5)</u>	(5)	Co. S
Phantom Stock Units/Restricted Stock Grant	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Co.
Employee Stock Option (Right to Buy)	\$ 13.3533					11/26/2003	11/26/2011	Co
Employee Stock Option (Right to Buy)	\$ 13.4325					11/20/2004	11/20/2012	Co.
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Co
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Co
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 <u>(9)</u>	11/16/2015 <u>(9)</u>	Co
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008(9)	10/02/2016 <u>(9)</u>	Co
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 <u>(9)</u>	10/01/2017 <u>(9)</u>	Co
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 <u>(9)</u>	10/01/2018(9)	Co

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCDONALD R BRUCE
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Exec Vice
President &
CFO

Signatures

Arlene D. Gumm Attorney-In-Fact for R. Bruce
McDonald

12/18/2008

**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).
- The number of underlying securities is based on the stock fund balance on December 17, 2008. 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 December 17, 2008, stock fund price of \$17.78 per share.
- 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.
- The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (4) Includes 332.653 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom unit.
- Phantom stock units accrued under the Johnson Controls Equalization 401(k) Benefit Plan are to be settled 100% in cash upon the reporting person's termination of employment with the company. Phantom stock units accrue in the plan through monthly payroll deductions and the plan mirrors the company's broad-based 401(k) Plan.
- (6) Includes 826.210 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 per phantom stock unit, and through employee payroll contributions. This plan mirrors the company's 401(k) Plan.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were awarded under the Johnson Controls Executive Deferred Restricted Plan. The units are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.
- (8) Includes 618.634 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, at a price of \$27.18 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.

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.

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