#### JOHNSON CONTROLS INC

Form 4 April 06, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005

0.5

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 File 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

1(b).

Stock

(Print or Type Responses)

Edwards Jet	2. Issuer Symbol JOHNSO	Name <b>an</b> ON CO				C	Issuer  (Check all applicable)					
(Last) (First) (Middle) 49200 HALYARD DRIVE, P.O. BOX 8010			3. Date of Earliest Transaction (Month/Day/Year) 04/02/2009						Director 10% Owner X Officer (give title Other (specify below) Vice President			
PLYMOUT		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				
(City)	(State)	(Zip)	Table	e I - Non-	Derivat	ive	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)	ion(A) c (Inst	or Di ∵. 3,			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	6.59		A	\$ 15.17	78,308.761 (1) (2)	D		
Common									10.611.322		By 401(k)	

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

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SEC 1474

(9-02)

(3)

Plan Trust

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## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	TransactionNumber			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	V (	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units - Retirement Restoration Plan	<u>(4)</u>						<u>(5)</u>	(5)	Common Stock	1,245.
Phantom Stock Units - Annual Incentive Plan	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	12,378
Phantom Stock Units - Restricted Stock Plan	<u>(9)</u>						<u>(9)</u>	<u>(9)</u>	Common Stock	1,590.
Employee Stock Option (Right to Buy)	\$ 17.5167						11/19/2005(11)	11/19/2013	Common Stock	60,00
Employee Stock Option (Right to Buy)	\$ 20.5633						11/17/2006(11)	11/17/2014	Common Stock	90,0
Employee Stock Option (Right to Buy)	\$ 22.5617						11/16/2007(11)	11/16/2015	Common Stock	150,0
Employee Stock	\$ 23.965						10/02/2008(11)	10/02/2016	Common Stock	60,0

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Option (Right to Buy) **Employee** 

Stock Option

\$ 40.21

10/01/2009(11) 10/01/2017

Common 36,0 Stock

(Right to Buy)

**Employee** Stock

Option \$ 28.79 10/01/2010(11) 10/01/2018

Common 45,0 Stock

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

10% Owner Director 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

04/06/2009

\*\*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).
- Includes shares for restricted stock grants: 4,500 which vest on 11/1/2009; 22,500 which vest on 1/3/2010; and 4,500 which vest on (1) 11/1/2011.
- Includes 17.136 shares acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.17 per phantom stock unit. **(2)**
- 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 **(3)** fund. The stock account balance reflected in this report is based on a April 3, 2009, stock fund price of \$15.57 per share, and includes a company match of 522.332 shares.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are **(4)** 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 Retirement Restoration Plan and are to be settled 100% in cash upon **(5)** the reporting person's retirement or other termination of service with the company.
- Includes 10.690 phantom stock units acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.02 per phantom **(6)** stock unit.
- The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in **(7)** cash upon the reporting person's retirement or other termination of service with the company.

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- (8) Includes 106.214 phantom stock units acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.02 per phantom stock unit.
- 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.
- (10) Includes 283.941 phantom stock units acquired through the reinvestment of dividends on April 2, 2009, at a price of \$15.02 per phantom stock unit.
- (11) 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.