

Strayer Jacqueline F
 Form 4
 October 05, 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 *
 Strayer Jacqueline F

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2010

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

MILWAUKEE, WI 53201
 (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) | (A) or (D) | 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 | 10/01/2010 | | F | 272 | D | \$ 30.54 5,228 ⁽¹⁾ | D | |
| Common Stock | 10/01/2010 | | M | 31.038 | A | \$ 0 ⁽²⁾ 5,259.04 ⁽¹⁾ | D | |
| Common Stock | 10/01/2010 | | D | 31.038 | D | \$ 30.54 5,228 ⁽¹⁾ | D | |
| Common Stock | 10/04/2010 | | M | 3.349 | A | \$ 0 ⁽²⁾ 5,231.35 ⁽¹⁾ | D | |
| Common Stock | 10/04/2010 | | D | 3.349 | D | \$ 30.32 5,228 ⁽¹⁾ | D | |

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Common Stock 1,002.308 ⁽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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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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2010 | | A | 19,000 | | 10/01/2012 ⁽⁴⁾ | 10/01/2020 | Common Stock |
| Phantom Stock Units - Restricted Stock Grant | ⁽²⁾ | 10/01/2010 | | M | 31.038 | | ⁽²⁾ | ⁽²⁾ | Common Stock |
| Phantom Stock Units - Restricted Stock Grant | ⁽²⁾ | 10/04/2010 | | M | 3.349 | | ⁽²⁾ | ⁽²⁾ | Common Stock |
| Phantom Stock Units - Retirement Restoration Plan | ⁽²⁾ | | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock |
| 6.50% Convertible Senior Notes | ⁽¹⁰⁾ | | | | | | 03/16/2009 | 09/30/2012 | Common Stock |
| Corporate Units ⁽¹¹⁾ | ⁽¹²⁾ ⁽¹³⁾ | | | | | | 03/31/2012 | 03/31/2012 | Common Stock |
| Employee Stock Option | \$ 28.79 | | | | | | 10/01/2010 ⁽⁴⁾ | 10/01/2018 | Common Stock |

(Right to Buy)

Employee

Stock

Option \$ 24.87

(Right to Buy)

10/01/2011⁽⁴⁾ 10/01/2019

Common Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Strayer Jacqueline F 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

Angela M. Blair, Attorney-in-Fact for Jacqueline F. Strayer

10/05/2010

__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 previously granted restricted stock that vests as follows: 2,000 shares on 11/2/2011; 750 shares on 10/1/2012; and 2,000 shares on 11/2/2013. All vesting is subject to continuous employment with the issuer.
- (2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Vested units of phantom stock are payable in cash following the reporting person's termination from the company and may be transferred by the reporting person into an alternative investment account at any time.
- (3) The number of underlying securities is based on the stock fund balance on September 30, 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 September 30, 2010, stock fund price of \$30.50 per share, and includes a company match of 589.752 shares on February 16, 2010.
- (4) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
- (5) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest and will be paid in cash to the reporting person. Includes 74.808 phantom stock units acquired through the reinvestment of dividends on January 4, April 2 and July 2, 2010, at prices ranging from \$26.88 to \$33.10 per phantom stock unit.
- (6) Represents phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit. These dividends accrued on the portion of the restricted stock grant that vested on October 1, 2010 and were paid in cash to the reporting person.
- (7) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest and will be paid in cash to the reporting person. Includes 20.732 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.
- (8) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's retirement or termination of employment with the issuer. This plan mirrors the company's 401(k) Plan.
- (9)

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Includes 12.295 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, a company match, and the reinvestment of dividends on April 5, July 2, and October 4, 2010 at prices ranging from \$26.88 to \$33.10 per phantom stock unit.

- (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 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.
- (12) 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 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.
- (13) 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.

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.