

Harvey Charles A
Form 4
October 05, 2009

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 *
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)
10/01/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	10/02/2009		A	V	103.902	A	\$ 24.0611	41,867.8 ⁽¹⁾ ₍₂₎	D	
Common Stock					7,334.116 ⁽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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 24.87	10/01/2009		A	54,000	10/01/2011 ⁽⁴⁾	10/01/2019	Common Stock
Phantom Stock Units/Annual Incentive Plan	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Common Stock
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Common Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁴⁾	10/01/2017	Common Stock
	\$ 28.79					10/01/2010 ⁽⁴⁾	10/01/2018	

Employee
Stock Option
(Right to
Buy)

Common
Stock

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	10/05/2009
**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).

The reporting person disposed of the Corporate Units in an issuer exchange offer for the following consideration per Corporate Unit: (i) (1) 4.8579 shares of the Company's common stock; (ii) a cash payment of \$6.50; and (iii) a cash distribution consisting of the pro rata share of accrued and unpaid interest on the issuer's 11.50% Subordinated Notes due 2042.

(2) Includes 70.372 shares acquired through the reinvestment of dividends on October 2, 2009, at a price of \$24.0611 per share.

The number of underlying securities is based on the stock fund balance on September 30, 2009. The actual number of shares issuable (3) 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, 2009, stock fund price of \$25.56 per share.

(4) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are (5) 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 Annual Incentive Plan and are to be settled 100% in cash upon the (6) 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.

(7) Includes 14.947 phantom stock units acquired through the reinvestment of dividends on October 2, 2009, at a price of \$23.77 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 (8) 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.

(9) Includes 94.802 phantom stock units acquired through the reinvestment of dividends on October 2, 2009, at a price of \$23.77 per phantom stock unit.

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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