

Kreh Susan M  
 Form 4  
 November 02, 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 \*  
 Kreh Susan M

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)  
 11/01/2010

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

MILWAUKEE, WI 53201

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	11/01/2010		A	V Amount (A) or (D) Price	17,594.027 <sup>(1)</sup> <sub>(2)</sub>	D	
Common Stock					432.142 <sup>(3)</sup>	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)

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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 or Number of Shares
Phantom Stock Units - Restricted Stock Plan	(4)					(5)	(5)	Common Stock	9,687.11
Employee Stock Option (Right to Buy)	\$ 32.01					03/21/2009	03/21/2017	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Common Stock	36,000
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 <sup>(7)</sup>	10/01/2018	Common Stock	47,000
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 <sup>(7)</sup>	10/01/2019	Common Stock	47,000
Employee Stock Option (Right to Buy)	\$ 30.54					10/01/2012 <sup>(7)</sup>	10/01/2020	Common Stock	35,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kreh Susan M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

# Signatures

Angela M. Blair, Attorney-in-Fact for Susan M. Kreh	11/02/2010
**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 a grant of 5,200 shares on November 1, 2010, of which 2,600 vest on November 1, 2012, and 2,600 vest on November 1, 2014, and 6,500 shares of previously granted restricted stock, of which 3,250 vest on November 2, 2011, and 3,250 vest on November 2, 2013. All vesting is subject to continuous employment with the issuer.
 

The reporting person's holdings include 16.508 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16. Also includes 25.16 shares acquired via dividend reinvestment on October 4, 2010 at prices ranging from \$30.20 to \$30.2876 per share.
  - (2) The number of underlying securities is based on the stock fund balance on October 29, 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 an October 29, 2010, stock fund price of \$35.12 per share.
  - (3) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
  - (4) The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination from the issuer, subject to vesting provisions.
 

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. Phantom stock units representing dividends which relate to vested deferred awards are payable in cash following the reporting person's termination from the issuer and may be transferred into an alternative investment account.
  - (5) Fifty percent of the option vests after two years and the remaining fifty percent after three years.

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.