

WANDELL KEITH E
Form 4
October 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
WANDELL KEITH E

(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)

10/01/2008

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)
President and COO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					254,308 ⁽¹⁾	D	
Common Stock					446.269 ⁽²⁾	I	By 401(k) Plan Trust
Common Stock					1,056	I	By Custodian For Child

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. Un
				Code V	(A) (D)	Date Exercisable Expiration Date	TI
Phantom Stock Units/Retirement Restoration-Excess 401k Plan	(3)					(4) (4)	C
Phantom Stock Units/LTPP	(3)					(6) (6)	C
Phantom Stock Units/Restricted Stock Grant	(8)					(8) (8)	C
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 11/19/2013	C
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 11/17/2014	C
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 ⁽¹⁰⁾ 11/16/2015 ⁽¹⁰⁾	C
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽¹⁰⁾ 10/02/2016 ⁽¹⁰⁾	C
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽¹⁰⁾ 10/01/2017 ⁽¹⁰⁾	C
Employee Stock Option (Right to Buy)	\$ 28.79	10/01/2008		A	232,000	10/01/2010 ⁽¹⁰⁾ 10/01/2018 ⁽¹⁰⁾	C

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WANDELL KEITH E
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

President and COO

Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E.
Wandell

10/03/2008

__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).
- (1) Includes 142,500 shares awarded under a Restricted Stock Plan. Restricted shares vest as follows: 37,500 on 11/1/2009, 60,000 shares on 1/3/2010, 7,500 shares on 8/1/2011 and 37,500 shares on 11/1/2011.

The number of underlying securities is based on the stock fund balance on October 1, 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 October 1, 2008, stock fund price of \$28.79 per share.
- (2) 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.
- (3) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's termination of employment.
- (4) Includes 1052.731 phantom stock units acquired through a company match and the reinvestment of dividends on January 2, April 2, July 3, and October 2, 2008, at prices ranging from \$27.18 - \$35.18 per phantom stock unit. The plan mirrors the company's 401(k) plan.
- (5) 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.
- (6) Includes 432.34 phantom stock units acquired through the reinvestment of dividends on January 2, April 2, July 3, and October 2, 2008, at prices ranging from \$27.18 - \$35.18 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.
- (7) Includes 1,891.068 phantom stock units acquired through the reinvestment of dividends on January 2, April 2, July 3, and October 2, 2008, at prices ranging from \$27.18 - \$35.18 per phantom stock unit.
- (8) Fifty percent of the stock option vests in two years and the balance after three years.
- (9) Fifty percent of the stock option vests in two years and the balance after three years.
- (10) Fifty percent of the stock option vests in two years and the balance 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.

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