

Edwards Jeffrey S
Form 4/A
February 03, 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 *
Edwards Jeffrey S

(Last) (First) (Middle)
49200 HALYARD DRIVE, P.O.
BOX 8010
(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

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

01/05/2009

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

01/06/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/05/2009 ⁽¹⁾ | | A | | 5.257 | A | \$ 19.0219 |
| Common Stock | | | | | 78,267.855 | D | (2) (3) (4) |
| | | | | | 9,828.488 | I | (5) |

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 Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units - Excess Benefit Plan | (6) | | | | | (7) | (7) | Common Stock | 1,235.0 |
| Phantom Stock Units - Annual Incentive Plan | (6) | | | | | (10) | (10) | Common Stock | 12,271.8 |
| Phantom Stock Units - Restricted Stock Plan | (12) | | | | | (12) | (12) | Common Stock | 1,306.1 |
| Employee Stock Option (Right to Buy) | \$ 17.5167 | | | | | 11/19/2005 ⁽¹⁴⁾ | 11/19/2013 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 ⁽¹⁴⁾ | 11/17/2014 | Common Stock | 90,000 |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 ⁽¹⁴⁾ | 11/16/2015 | Common Stock | 150,000 |

| | | | | | |
|--|-----------|----------------------------|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | \$ 23.965 | 10/02/2008 ⁽¹⁴⁾ | 10/02/2016 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 40.21 | 10/01/2009 ⁽¹⁴⁾ | 10/01/2017 | Common Stock | 36,000 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽¹⁴⁾ | 10/01/2018 | Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170 | | | Vice President | |

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jeffrey S. Edwards
02/03/2009

**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).
- (1) The original Form 4 filed on 01/06/2009 indicated a transaction date of 12/03/2008 for the stock award. The correct date is 01/05/2009.
- (2) The total number of shares beneficially owned by the reporting person has been adjusted to reflect the error reported on the reporting person's Form 3/A filed on January 6, 2009.
- (3) Includes shares for restricted stock grants: 4,500 vest on 11/1/2009, 22,500 vest on 1/3/2010, and 4, 500 vest on 11/1/2011.
- (4) Includes 13.421 shares acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.0219 per share.
- (5) The number of underlying securities is based on the stock fund balance on January 5, 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 fund. The stock account balance reflected in this report is based on a January 5, 2009, stock fund price of \$19.04 per share.
- (6) 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.

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- (7) 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 retirement or other termination of service with the company.
- (8) Includes 8.375 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (9) The original Form 4 filed on 01/06/2009 indicated in a footnote that 8.375 phantom stock units were acquired through the reinvestment of dividends. However, the number of total phantom stock units in the Excess Benefit Plan on the report did not include the 8.375 phantom stock units. This is the correct number of units held with the shares acquired through the reinvestment of dividends.
- (10) The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the company.
- (11) Includes 83.221 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (12) 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.
- (13) Includes 222.472 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (14) 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.