

Harvey Charles A
Form 4
January 06, 2009

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 *
Harvey Charles A

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

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2009

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

(Street)
MILWAUKEE, WI 53201-0591

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)	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	01/05/2009		A	V	131.427	A	
					\$ 19.0219		
					31,023.8 ⁽¹⁾	D	
					<u>(2)</u>		
Common Stock					6,722.388 ⁽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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units/Annual Incentive Plan	(4)					(5)	(5)	Common Stock	2,692
Phantom Stock Units - Restricted Stock Plan	(7)					(7)	(7)	Common Stock	578.0
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Common Stock	40,6
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Common Stock	35,7
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 ⁽⁹⁾	11/16/2015	Common Stock	72,0
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008 ⁽⁹⁾	10/02/2016	Common Stock	60,0
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁹⁾	10/01/2017	Common Stock	42,0
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁹⁾	10/01/2018	Common Sstock	54,0

Buy)

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

Arlene D. Gumm, Attorney-in-Fact for Charles A. Harvey	01/06/2009
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__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 shares of restricted stock grants: 4,500 vests on November 1, 2009, 7,500 vests on January 3, 2010, and 4,500 on November 1, 2011.
- (2) Includes 78.401 shares acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.0219 per share.
The number of underlying securities is based on the stock fund balance on January 5, 2009. The actual number of shares issuable upon the
- (3) 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 January 5, 2009, stock fund price of \$19.04 per share.
Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
- (4) 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.
- (5) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (6) Includes 18.261 phantom stock units acquired through reinvestment of dividends on January 5, 2009, at a price of of \$19.04 per share.
Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
- (7) 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.
- (8) Includes 115.813 phantom stock units acquired through reinvestment of dividends on January 5, 2009, at a price of of \$19.04 per share.
- (9) 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.

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