

JOHNSON CONTROLS INC  
Form 4  
October 02, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MCDONALD R BRUCE

(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)  
Exec Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 13,524.13 <sup>(1)</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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title                                     |
| Phantom Stock Units/Long-Term Incentive Plan     | (2)  |                                      |  |                                |   | (3) (3)  | Com<br>Sto                                |
| Phantom Stock Units / Excess Benefit Plan-Common | (2)  |                                      |  |                                |   | (5) (5)  | Com<br>Sto                                |
| Phantom Stock Units/Restricted Stock Grant       | (7)  |                                      |  |                                |   | (7) (7)  | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 13.3533   |                                      |  |                                |   | 11/26/2003 11/26/2011                                    | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 13.4325   |                                      |  |                                |   | 11/20/2004 11/20/2012                                    | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 17.5167   |                                      |  |                                |   | 11/19/2005 11/19/2013                                    | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 20.5633   |                                      |  |                                |   | 11/17/2006 11/17/2014                                    | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 22.5617   |                                      |  |                                |   | 11/16/2007 <sup>(9)</sup> 11/16/2015 <sup>(9)</sup>      | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 23.965  |                                      |  |                                |   | 10/02/2008 <sup>(9)</sup> 10/02/2016 <sup>(9)</sup>      | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 40.21   |                                      |  |                                |   | 10/01/2009 <sup>(9)</sup> 10/01/2017 <sup>(9)</sup>      | Com<br>Sto                                |
| Employee Stock Option (Right to Buy)             | \$ 28.79   | 10/01/2008                           |  | A                              | 160,000   | 10/01/2010 <sup>(9)</sup> 10/01/2018 <sup>(9)</sup>      | Com<br>Sto                                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| MCDONALD R BRUCE<br>5757 N. GREEN BAY AVENUE<br>P.O. BOX 591<br>MILWAUKEE, WI 53201-0591 |               |           | Exec Vice<br>President &<br>CFO |       |

## Signatures

|  |            |
|--|------------|
| Arlene D. Gumm Attorney-In-Fact for R. Bruce<br>McDonald | 10/02/2008 |
| **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) 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.
 

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
  - (2) 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 Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
  - (4) Includes 824.525 phantom stock units acquired through reinvestment of dividends on Jan 2, April 2 and July 3, 2008, at prices ranging from \$28.62 - \$35.18 per phantom unit.
 

Phantom stock units accrued under the Johnson Controls Equalization 401(k) Benefit Plan are to be settled 100% in cash upon the
  - (5) reporting person's termination of employment with the company. Phantom stock units accrue in the plan through monthly payroll deductions and the plan mirrors the company's broad-based 401(k) Plan.
 

Includes 6,269.786 phantom stock units acquired through the reinvestment of dividends on January 2, April 2 and July 3, 2008, at prices
  - (6) ranging from \$28.62 - \$35.18 per phantom stock unit and includes monthly contributions by employee and a company match. This plan mirrors the company's 401(k) Plan.
 

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
  - (7) awarded under the Johnson Controls Executive Deferred Restricted Plan. The units are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.
  - (8) Includes 1,533.339 phantom stock units acquired through the reinvestment of dividends on January 2, April 2 and July 3, 2008, at prices ranging from \$28.62 - \$35.18 per phantom stock unit.
  - (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. 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.