

Molinaroli Alex A
 Form 4
 January 05, 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 *
 Molinaroli Alex A

(Last) (First) (Middle)
 5757 N. GREEN BAY AVENUE, P.O. BOX 591
 (Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction (Month/Day/Year)
 01/04/2010

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)
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/04/2010 | | M | | 1,126.237 | A | \$ 27.8 |
| Common Stock | 01/04/2010 | | D | | 1,126.237 | D | \$ 27.8 |
| Common Stock | | | | | 43,769.527 | I | (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units - Retirement Restoration Plan | (3) | | | | | (4) | (4) | Common Stock |
| Phantom Stock Units - Annual Incentive Plan | (3) | | | | | (6) | (6) | Common Stock |
| Phantom Stock Units - LTIP Plan | (3) | | | | | (8) | (8) | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (3) | 01/04/2010 | | M | 1,126.237 | (10) | (10) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock |
| | \$ 40.21 | | | | | 10/01/2009 ⁽¹²⁾ | 10/01/2017 | |

| | | | | | |
|--|----------|----------------------------|------------|--|-----------------|
| Employee Stock Option (Right to Buy) | | | | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | 10/01/2010 ⁽¹²⁾ | 10/01/2018 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011 ⁽¹²⁾ | 10/01/2019 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Molinaroli Alex A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice President | |

Signatures

| | |
|---|------------|
| Angela M. Blair, Attorney-in-Fact for Alex A. Molinaroli | 01/05/2010 |
| **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 the following shares of restricted stock which vest as follows: 9,750 on 11/1/2011, 11,250 on 11/2/2011 and 11,250 on 11/2/2013. The vesting of all shares of restricted stock is subject to continuous employment with the issuer.
The number of underlying securities is based on the stock fund balance on January 4, 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 a January 4, 2010, stock fund price of \$27.80 per share.
- (2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (3) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan, and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (4) Includes 65,612 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.
- (5) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.
- (6)
- (7)

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Includes 69.007 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.

(8) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash following the reporting person's termination of employment with the company.

(9) Includes 23.738 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.

(10) 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 related 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. Vesting continues when the reporting person retires from the issuer.

(11) Includes 279.213 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit, of which 75.06 were accrued on the vested and disposed phantom stock units.

(12) Fifty percent of the options vest after two years and the remaining 50% vests 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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