

OKARMA JEROME D
Form 4
November 03, 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

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 *
OKARMA JEROME D

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)
11/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Secretary & Gen. Counsel

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/02/2009		F	4,360	D \$ 24.71	73,305 ⁽¹⁾	D
Common Stock	11/02/2009		M	571.36	A \$ 24.71	73,876.36 ⁽¹⁾	D
Common Stock	11/02/2009		D	571.36	D \$ 24.71	73,305 ⁽¹⁾	D
Common Stock						36,766.418 ⁽²⁾	I By 401(k) Plan Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Restricted Stock Grant	(3)	11/02/2009		A	19,000	11/02/2011 ⁽⁴⁾	11/02/2013 ⁽⁴⁾	Comm Stock
Phantom Stock Units/Retirement Restoration Plan	(3)					(5)	(5)	Comm Stock
Phantom Stock Units/Restricted Stock Grant	(3)					(6)	(6)	Comm Stock
Employee Stock Option (Right to Buy)	\$ 13.4325					11/20/2004	11/20/2012	Comm Stock
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005	11/19/2013	Comm Stock
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006	11/17/2014	Comm Stock
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007	11/16/2015	Comm Stock
Employee Stock Option (Right to Buy)	\$ 23.965					10/02/2008	10/02/2016	Comm Stock
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009 ⁽⁷⁾	10/01/2017	Comm Stock
	\$ 28.79					10/01/2010 ⁽⁷⁾	10/01/2018	

Employee Stock
Option (Right to
Buy)

Comm
Stock

Employee Stock
Option (Right to Buy) \$ 24.87

10/01/2011⁽⁷⁾ 10/01/2019

Comm
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKARMA JEROME D 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			VP, Secretary & Gen. Counsel	

Signatures

Angela M. Blair, Attorney-in-Fact for Jerome D.
Okarma

11/03/2009

__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) Includes 35,250 shares of restricted stock which vests as follows: 22,500 on 1/3/2010, and 12,750 on 11/1/2011.

The number of underlying securities is based on the stock fund balance on October 30, 2009. The actual number of shares issuable upon
(2) 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 an October 30, 2009, stock fund price of \$23.92 per share.

(3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

The phantom stock balance consists of an award of 19,000 restricted stock units granted on November 2, 2009, which vest as follows:
(4) 9,500 on November 2, 2011, and 9,500 on November 2, 2013. The phantom stock units representing the award and the dividends which accrue during the restrictive period are to be settled 100% in cash, pending vesting.

(5) The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
(6) accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash, pending vesting.

(7) 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.