

Kreh Susan M
Form 4
January 06, 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 *
Kreh Susan M

(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 Pres. & Corp. Controller

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 (D) Price | | | |
| Common Stock | 01/04/2010 | | A | 18.01 A \$ 27.7623 | 12,141.553 (1) (2) | D | |
| Common Stock | | | | | 330.546 (3) | 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)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock Units/Restricted Stock Grant | (4) | | | | | (5) (5) | Common Stock 9,4 |
| Employee Stock Option (Right to Buy) | \$ 32.01 | | | | | 03/21/2009(7) 03/21/2017 | Common Stock 4 |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009(7) 10/01/2017 | Common Stock 3 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010(7) 10/01/2018 | Common Stock 4 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011(7) 10/01/2019 | Common Stock 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kreh Susan M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | | | Vice Pres. & Corp. Controller | |

Signatures

Angela M. Blair, Attorney-in-Fact for Susan M. Kreh
01/06/2010

__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 6,500 shares of restricted stock granted on November 2, 2009, which vest as follows: 3,250 on November 2, 2011, and 3,250 on November 2, 2013, subject to continuous employment with the issuer.

(2) Includes 26.405 shares acquired through the reinvestment of dividends on January 4, 2010, at prices ranging from \$27.68 to \$27.7623 per share.

(3) 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.

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

(5) The restricted stock units were awarded under the Johnson Controls Executive Deferred Restricted Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the issuer, subject to vesting provisions. Vested units may be transferred by the reporting person into an alternative investment account.

(6) Includes 74.368 phantom stock units acquired through the reinvestment of dividends on January 4, 2010, at a price of \$27.80 per phantom stock unit.

(7) Fifty percent of the option vests after two years and the remaining fifty percent 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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