

Kreh Susan M
Form 4
April 07, 2010

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 *
Kreh Susan M

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Pres. & Corp. Controller

MILWAUKEE, WI 53201

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 04/05/2010 | | A | V | 15.144 A \$ 33.0825 | (1) (2) | D |
| Common Stock | | | | | 396.797 (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 Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units - Restricted Stock Plan | (4) | | | | | (5) | (5) | Common Stock | 9,484.38 |
| Phantom Stock Units - Restricted Stock Plan | (4) | | | | | (7) | (7) | Common Stock | 56.044 |
| Employee Stock Option (Right to Buy) | \$ 32.01 | | | | | 03/21/2009 ⁽⁹⁾ | 03/21/2017 | Common Stock | 45,000 |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 ⁽⁹⁾ | 10/01/2017 | Common Stock | 36,000 |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽⁹⁾ | 10/01/2018 | Common Stock | 47,000 |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 ⁽⁹⁾ | 10/01/2019 | Common Stock | 47,000 |

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 | 04/07/2010 |
| <u> </u> 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 22.438 shares acquired through the reinvestment of dividends on April 5, 2010, at a prices ranging from \$33.01 to \$33.0825 per share.
The number of underlying securities is based on the stock fund balance on April 5, 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 April 5, 2010, stock fund price of \$33.10 per share.
 - (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
Includes an award of 9,000 restricted stock units granted on November 1, 2007, of which 4,500 units vested on November 2, 2009. The remaining 4,500 units will vest on November 1, 2011, subject to continued employment. The phantom stock units and dividends relating to the units were awarded under the Johnson Controls Executive Deferred Restricted Stock Plan, and are to be settled 100% in cash, pending vesting, upon the reporting person's termination of employment with the issuer. Vested units may be transferred by the reporting person into an alternative investment account.
 - (6) Includes 37.104 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
The restricted stock units represent the reinvestment of dividends which are accruing under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash upon the vesting of the restricted stock grant to which they relate. Vested units may be transferred by the reporting person into an alternative investment account.
 - (8) Includes 25.648 phantom stock units acquired through the reinvestment of dividends on April 5, 2010 at a price of \$33.10 per phantom stock unit.
 - (9) Fifty percent of the option vests after two years and the remaining fifty percent after three years.

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