

Kreh Susan M
Form 4
October 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 *
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)
10/01/2010

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	12,352.36 ⁽¹⁾ <u>(2)</u>	D	
Common Stock					432.693 ⁽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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.54	10/01/2010		A	35,000	10/01/2012 ⁽⁴⁾	10/01/2020	Common Stock	35,000
Phantom Stock Units - Restricted Stock Plan	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	9,570
Phantom Stock Units - Restricted Stock Plan	⁽⁵⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	115,000
Employee Stock Option (Right to Buy)	\$ 32.01					03/21/2009	03/21/2017	Common Stock	45,000
Employee Stock Option (Right to Buy)	\$ 40.21					10/01/2009	10/01/2017	Common Stock	36,000
Employee Stock Option (Right to Buy)	\$ 28.79					10/01/2010 ⁽⁴⁾	10/01/2018	Common Stock	47,000
Employee Stock Option (Right to Buy)	\$ 24.87					10/01/2011 ⁽⁴⁾	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	10/05/2010
**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 6,500 shares of previously granted restricted stock which vests as follows: 3,250 on November 2, 2011, and 3,250 on November 2, 2013, subject to continuous employment with the issuer.

The reporting person's holdings include 35.17 shares acquired under the issuer's dividend reinvestment and common stock purchase plan since the reporting person's last report. These shares were acquired pursuant to the employee stock purchase plan provisions of the dividend reinvestment and common stock purchase plan, which acquisitions are exempt from Section 16.
- (2) The number of underlying securities is based on the stock fund balance on September 30, 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 September 30, 2010, stock fund price of \$30.50 per share.
- (3) Fifty percent of the option vests after two years and the remaining fifty percent after three years.
- (4) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

Includes 4,500 restricted stock units which 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.
- (5) Includes 40.862 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 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.
- (6) Includes 28.246 phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.
- (7)
- (8)
- (9)

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.