

MYERS C DAVID
Form 4
September 30, 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 *
MYERS C DAVID

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)
09/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/30/2009 | | A | 29,147 A 11 | 131,024 (2) | D | |
| Common Stock | | | | | 6,968.957 (3) | I | By 401(k) Plan |

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)

Edgar Filing: MYERS C DAVID - Form 4

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 |
| Corporate Units (4) | (5) | 09/30/2009 | | D | 6,000 | 03/31/2012 | 03/31/2012 | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | (6) | | | | | (9) | (9) | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | (7) | | | | | (7) | (7) | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.3667 | | | | | 01/03/2008 ⁽⁸⁾ | 01/03/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 ⁽⁸⁾ | 10/02/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 ⁽⁸⁾ | 10/01/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽⁸⁾ | 10/01/2018 | Common Stock |

Reporting Owners

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

Signatures

Angela M. Blair, Attorney-In-Fact for C. David
Myers

09/30/2009

__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).

The reporting person disposed of the Corporate Units in an issuer exchange offer for the following consideration per Corporate Unit: (i) (1) 4.8579 shares of the Company's common stock; (ii) a cash payment of \$6.50; and (iii) a cash distribution consisting of the pro rata share of accrued and unpaid interest on the issuer's 11.50% Subordinated Notes due 2042.

(2) Includes 45,000 shares of restricted stock grants of the common stock of Johnson Controls: 15,000 vest on 11/1/2009; 15,000 vest on 1/3/2010; and 15,000 vest on 11/1/2011.

(3) The number of underlying securities is based on the stock fund balance on August 31, 2009. 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 an August 31, 2009, stock fund price of \$24.77 per share.

(4) Each Corporate Unit consists of a purchase contract and a 5% undivided beneficial ownership interest in a \$1,000 principal amount of the issuer's Subordinated Notes.

(5) The purchase contract obligates the reporting person to purchase, and obligates the issuer to sell, on March 31, 2012, for \$50 in cash, a number of newly issued shares of common stock equal to a specified "settlement rate."

(6) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.

(7) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's Restricted Stock.

(8) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

(9) 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 retirement.

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.