

Edwards Jeffrey S  
Form 4/A  
February 03, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
Edwards Jeffrey S

(Last) (First) (Middle)  
49200 HALYARD DRIVE, P.O.  
BOX 8010  
(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/05/2009

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/06/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

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 (A) or (D) Price			
Common Stock	01/05/2009 <sup>(1)</sup>		A	5.257 A \$ 19.0219	78,267.855 <u>(2)</u> <u>(3)</u> <u>(4)</u>	D	
Common Stock					9,828.488 <u>(5)</u>	I	By 401(k) Plan Trust

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

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(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 - Excess Benefit Plan	(6)					(7)	(7)	Common Stock	1,235.0
Phantom Stock Units - Annual Incentive Plan	(6)					(10)	(10)	Common Stock	12,271.8
Phantom Stock Units - Restricted Stock Plan	(12)					(12)	(12)	Common Stock	1,306.1
Employee Stock Option (Right to Buy)	\$ 17.5167					11/19/2005 <sup>(14)</sup>	11/19/2013	Common Stock	60,000
Employee Stock Option (Right to Buy)	\$ 20.5633					11/17/2006 <sup>(14)</sup>	11/17/2014	Common Stock	90,000
Employee Stock Option (Right to Buy)	\$ 22.5617					11/16/2007 <sup>(14)</sup>	11/16/2015	Common Stock	150,000



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- (7) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the company.
- (8) Includes 8.375 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (9) The original Form 4 filed on 01/06/2009 indicated in a footnote that 8.375 phantom stock units were acquired through the reinvestment of dividends. However, the number of total phantom stock units in the Excess Benefit Plan on the report did not include the 8.375 phantom stock units. This is the correct number of units held with the shares acquired through the reinvestment of dividends.
- (10) The phantom stock units were accrued under the Johnson Controls Annual Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service with the company.
- (11) Includes 83.221 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (12) Each share 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 Grant.
- (13) Includes 222.472 phantom stock units acquired through the reinvestment of dividends on January 5, 2009, at a price of \$19.04 per phantom stock unit.
- (14) 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.