

JOHNSON CONTROLS INC
Form 4
November 05, 2007

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 *
WANDELL KEITH E

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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)
President and COO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2007		A		75,000 (1) \$ 42.07	D	
Common Stock					301,200 (2) 433.898 (4)	I	By 401(k) Plan Trust
Common Stock					1,056 (5)	I	By Custodian For Child

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
Phantom Stock Units/Excess Benefit Plan-Common	(6)					(7)	(7)	Common Stock	36
Phantom Stock Units/LTPP	(6)					(9)	(9)	Common Stock	3
Phantom Stock Units/Restricted Stock Grant	(11)					(11)	(11)	Common Stock	6
Stock Option	\$ 17.5167 (14)					11/19/2005	11/19/2013	Common Stock	4
Stock Option	\$ 20.5633 (15)					11/17/2006 ⁽¹³⁾	11/17/2014	Common Stock	3
Stock Option	\$ 22.5617 (16)					11/16/2007 ⁽¹³⁾	11/16/2015	Common Stock	3
Stock Option	\$ 23.965 (17)					10/02/2008 ⁽¹³⁾	10/02/2016	Common Stock	2
Stock Option	\$ 40.21 (18)					10/01/2009 ⁽¹³⁾	10/01/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591			President and COO	

MILWAUKEE, WI 53201-0591

Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E.
Wandell

11/05/2007

__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) Award of a restricted stock grant. Fifty percent vests in two years and the balance after four years, contingent upon continued employment with the company.
- (2) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 150,800 additional shares of common stock.

Includes 256,500 shares awarded under a Restricted Stock Plan. Restricted shares vest as follows (numbers are post-split): 54,000 on 1/2/2008; 60,000 on 1/3/2008; 37,500 on 11/1/2009 (new grant), 60,000 shares on 1/3/2010, 7,500 shares on 8/1/2011 and 37,500 shares on 11/1/2011 (new grant).
- (3) The number of underlying securities is based on the stock fund balance on October 31, 2007. 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 October 31, 2007, stock fund price of \$43.72 per share. This also includes 289,1382 shares acquired as the result of a 3 for 1 stock split of Johnson Controls common stock on October 2, 2007.
- (4) This number includes 704 shares acquired as the result of a 3 for 1 stock split of Johnson Controls common stock on October 2, 2007.

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.
- (5) 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 termination of employment.

Includes 101.202 phantom stock units acquired through the reinvestment of dividends on October 2, 2007, at a price of \$39.8667 per phantom stock unit. This number also includes 24,452.494 phantom stock units acquired as the result of a 3 for 1 stock split of Johnson Controls common stock on October 2, 2007.
- (6) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon the reporting person's termination of employment.

Includes 90.636 phantom stock units acquired through the reinvestment of dividends on October 2, 2007, at a price of \$39.8667 per phantom stock unit. This number also includes 21,899.156 phantom stock units acquired as the result of a 3 for 1 stock split of Johnson Controls common stock on October 2, 2007.
- (7) 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.

Includes 516.390 phantom stock units acquired through the reinvestment of dividends on October 2, 2007, at a price of \$39.8667 per phantom stock unit. This number also includes 3,768.35 phantom stock units acquired as the result of a 3 for 1 stock split of Johnson Controls common stock on October 2, 2007.
- (8) Fifty percent of the stock option vests in two years and the balance after three years.
- (9) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 280,000 additional options. The option price changed from \$52.55 to \$17.5167.
- (10) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 200,000 additional options. The option price changed from \$61.69 to \$20.5633.
- (11) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 250,000 additional options. The option price changed from \$67.685 to \$22.5617.
- (12)
- (13)
- (14)
- (15)
- (16)
- (17)

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On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 192,000 additional options. The option price changed from \$71.895 to \$23.965.

- (18) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 120,000 additional options. The option price changed from \$120.63 to \$40.21.

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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