MCDONALD R BRUCE

Form 4

November 02, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCDONALD R BRUCE Issuer Symbol JOHNSON CONTROLS INC [JCI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 5757 N. GREEN BAY 11/01/2010 below) AVENUE, P.O. BOX 591 Exec Vice President & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MILWAUKEE, WI 53201-0591 Person (City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Ox

| ` • | · · · · | 1 abie | : 1 - Non-De | erivative So | ecurii | ies Acq | juirea, Disposea o | i, or belieficial | ly Owned |
|------------------------|--------------------------------------|----------------------|------------------|---------------------|------------------|---------|---------------------------------|---------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | | 3. Transactio | 4. Securiti | | • | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | (Monda Bay Tear) | any (Month/Day/Year) | Code (Instr. 8) | (D) (Instr. 3, 4 | • | | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership |
| | | (Monui/Day/Tear) | (IIISII. 6) | (111801. 3, 4 | |)) | Following Reported | (Instr. 4) | (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 11/01/2010 | | A | 24,000 | A | \$0 | 153,061 <u>(1)</u> | D | |
| Common Stock | | | | | | | 16,003.925 (2) | I | By 401(k) Plan |

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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Sect 4) |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|--------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | A N Sl |
| Phantom Stock Units/Retirement Restoration Plan | <u>(3)</u> | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | - |
| Phantom Stock Units/Long-Term Incentive Plan | (3) | | | | | <u>(5)</u> | (5) | Common Stock | |
| Phantom Stock Units/Restricted Stock Grant | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 1 |
| Employee Stock Option (Right to Buy) | \$ 13.3533 | | | | | 11/26/2003 | 11/26/2011 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 13.4325 | | | | | 11/20/2004 | 11/20/2012 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 17.5167 | | | | | 11/19/2005 | 11/19/2013 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 20.5633 | | | | | 11/17/2006 | 11/17/2014 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 | 10/01/2017 | Common Stock | |
| | \$ 28.79 | | | | | 10/01/2010(8) | 10/01/2018 | | |

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| Employee Stock Option (Right to Buy) | | | | Common Stock |
|--|----------|---------------|------------|-----------------|
| Employee Stock Option (Right to Buy) | \$ 24.87 | 10/01/2011(8) | 10/01/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2012(8) | 10/01/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------------------------------|-------|--|--|--|
| FG | Director | 10% Owner | Officer | Other | | | |
| MCDONALD R BRUCE 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Exec Vice President & CFO | | | | |
| O' 1 | | | | | | | |

Signatures

Angela M. Blair, Attorney-In-Fact for R. Bruce
McDonald

11/01/2010

**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).
- Includes a grant of 24,000 shares on November 1, 2010, of which 12,000 vest on November 1, 2012, and 12,000 vest on November 1, 2014, and 27,000 shares of previously granted restricted stock, of which 13,500 vest on November 2, 2011, and 13,500 vest on November 2, 2013. All vesting is subject to continuous employment with the issuer.
- The number of underlying securities is based on the stock fund balance on October 29, 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 an October 29, 2010, stock fund price of \$35.12 per share.
- 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.
- (4) 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 termination of employment with the company.
- (5) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (6) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock.
- (7) The restricted stock units were awarded under the Johnson Controls Executive Deferred Compensation Plan. The units are to be settled 100% in cash upon the reporting person's termination of employment with the company, subject to vesting provisions.
- (8) 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.

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