

Boyd Colin
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 *
Boyd Colin

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)
10/01/2010

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) Amount Price | 1,047.063 ⁽¹⁾ | I | By 401(k) Plan |
| Common Stock | 10/01/2010 | | M | 2,082.767 A \$ 0 ⁽²⁾ | 4,041.588 | D | |
| Common Stock | 10/01/2010 | | D | 2,082.767 D \$ 30.54 | 1,958.821 | D | |
| Common Stock | 10/04/2010 | | M | 8.93 A \$ 0 ⁽²⁾ | 1,967.751 | D | |
| Common Stock | 10/04/2010 | | D | 8.93 D \$ 30.32 | 1,958.821 | D | |

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

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SEC 1474
(9-02)

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---------------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2010 | | A | 40,000 | 10/01/2012 ⁽³⁾ | | 10/01/2020 | |
| Phantom Stock Units/Restricted Stock Grant | <u>(2)</u> | 10/01/2010 | | M | 2,082.767 | 10/01/2010 ⁽⁴⁾ | | 10/01/2012 ⁽⁴⁾ | |
| Phantom Stock Units/Restricted Stock Grant | <u>(2)</u> | 10/04/2010 | | M | 8.93 | 10/01/2010 | | 10/01/2012 | |
| Phantom Stock Units/Restricted Stock Grant | <u>(2)</u> | | | | | 11/02/2011 ⁽⁷⁾ | | 11/02/2013 ⁽⁷⁾ | |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽³⁾ | | 10/01/2018 | |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 ⁽³⁾ | | 10/01/2019 | |

Reporting Owners

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

Signatures

Angela M. Blair, Attorney-In-Fact for Colin
Boyd

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) 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 an September 30, 2010, stock fund price of \$30.50 per share.

(2) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock.

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

(4) The phantom stock unit balance includes 2,000 previously granted restricted stock units which vest on October 2, 2012, subject to continuous employment with the issuer.

(5) Represents phantom stock units acquired through the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit. These dividends accrued on the portion of the restricted stock grant that vested on October 1, 2010 and were settled in cash.

(6) The phantom stock units representing dividends which relate to restricted stock awards that were not deferred will vest when the non-deferred restricted shares vest and will be settled in cash. Includes 8.93 phantom stock units acquired through the the reinvestment of dividends on October 4, 2010 at \$30.32 per phantom stock unit.

(7) The phantom stock unit balance includes 6,500 previously granted restricted stock units which vest as follows: 3,250 units on November 2, 2011, and 3,250 units on November 2, 2013, based on continuous employment with the issuer. Includes 28,246 phantom stock units acquired via dividend reinvestment on October 4, 2010.

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.