

JOHNSON CONTROLS INC  
Form 4  
November 16, 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 \*  
LACY WILLIAM H

(Last) (First) (Middle)

5757 N. GREEN BAY AVE., 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)

01/21/2009

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 04/25/2008                           |                                                    | A                              |                                                                   | 215 A \$ 34.0973                                                                              | 46,136 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 04/25/2008                           |                                                    | A                              |                                                                   | 335 A \$ 34.0973                                                                              | 46,471 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 02/06/2009                           |                                                    | A                              |                                                                   | 239 A \$ 14.2442                                                                              | 46,710 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 03/02/2009                           |                                                    | S                              |                                                                   | 215 D \$ 10.631                                                                               | 46,495 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 03/19/2009                           |                                                    | A                              |                                                                   | 134 A \$ 11.4894                                                                              | 46,629 <sup>(1)</sup>                                    | 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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(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) | 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 / Directors' Deferred Compensation Plan | (2)                                                    |                                      |                                                    |                                |                                                                                         | (3)                                                      | (3)                                                           | Common Stock | 54,181.74                  |
| Phantom Stock Units / Directors' Retirement Stock Plan      | (2)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Common Stock | 22,082.533                 |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |         |       |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                      | Director      | 10% Owner | Officer | Other |
| LACY WILLIAM H<br>5757 N. GREEN BAY AVE.<br>P.O. BOX 591<br>MILWAUKEE, WI 53201-0591 | X             |           |         |       |

## Signatures

Angela M. Blair, Attorney-In-Fact for William H. Lacy  
11/16/2009

\_\_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).

(1) The transactions were effected in a discretionary brokerage account over which Mr. Lacy has no investment control.

(2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.

The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in

(3) cash. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or move out of the plan.

(4) Includes 1090.693 phantom stock units acquired through the reinvestment of dividends on April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 to \$23.77 per phantom unit.

The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash. The

(5) reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or move out of the plan.

(6) Includes 444.526 phantom stock units acquired through reinvestment of dividends on April 2, July 2, and October 2, 2009, at prices ranging from \$15.02 to \$23.77 per phantom unit.

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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