

JOHNSON CONTROLS INC
Form 4
January 25, 2008

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 *
MORCOTT SOUTHWOOD J

(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)

01/23/2008

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 | 01/23/2008 | | A | | 3,076 | A | \$ 32.5 27,295 (1) D |
| Common Stock | 01/24/2008 | | M | | 134.778 | A | \$ 32.74 27,429.778 D |
| Common Stock | 01/24/2008 | | D | | 134.778 | D | \$ 32.74 27,295 D |

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

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number.

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 Number of Shares |
| Phantom Stock Units/Directors' Deferred Comp Plan | (2) | | | | | (3) | (3) | Common Stock | 49,7 |
| Phantom Stock Units/Directors' Retirement Stock Account | (2) | 01/24/2008 | | M | 134.788 | (6) | (6) | Common Stock | 134 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORCOTT SOUTHWOOD J 5757 N. GREEN BAY AVE. P.O. BOX 591 MILWAUKEE, WI 53201-0591 | X | | | |

Signatures

Arlene D. Gumm Attorney-In-Fact for Southwood J. Morcott
Date: 01/25/2008

__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) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 16,146 additional shares of common stock.
- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (3) The Phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in 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 to move out of the plan.
- (4)

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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 32,927.288 additional phantom stock units.

- (5) Includes 319.608 phantom stock units acquired through the reinvestment of dividends on October 2, 2007 and January 3, 2008, at prices of \$39.8667 and \$35.02 per phantom stock unit.
- (6) The Phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100%. The reporting person has the right to transfer the value of the phantom stock account into an alternative investment account within the plan or to move out of the plan.
- (7) On October 2, 2007, the common stock of Johnson Controls Inc., split 3-for-1, resulting in the reporting person's ownership of 89.274 additional phantom stock units.
- (8) Includes .867 phantom stock units acquired through the reinvestment of dividends on October 2, 2007 and January 3, 2008, at prices of \$39.8667 and \$35.02 per phantom stock 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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